



Deposition of:
Norman Thomas Barras, Jr.

April 15, 2021

In the Matter of:
**Cox Automotive, Inc., et al vs. The
Reynolds and R**

Veritext Legal Solutions
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GOVERNMENT
EXHIBIT

4:21-CR-009-GCH
No. 60

CAM-0000702

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AMERICAN ARBITRATION ASSOCIATION

COX AUTOMOTIVE, INC.; : AAA Case No.
AUTOTRADER.COM, INC.; : 01-19-0000-4548
DEALER DOT COM, INC.; :
DEALERTRACK, INC.; :
HOMENET, INC.; KELLEY :
BLUE BOOK CO., INC.; :
VAUTO, INC.; :
VINSOLUTIONS, INC.; and :
XTIME, INC., :

Claimants,

vs.

THE REYNOLDS AND
REYNOLDS COMPANY,
Respondent.

April 15, 2021

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Videotaped deposition of NORMAN
THOMAS BARRAS, JR., taken via Zoom, beginning
at 8:50 a.m., before LINDA ROSSI-RIOS, a
Federally Approved Registered Professional
Reporter, Certified Court Reporter and Notary
Public.

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1 A P P E A R A N C E S :

2
3 On behalf of the Claimants, Cox
Automotive, Inc.; Autotrader.com, Inc.;
4 Dealer Dot Com, Inc.; Dealertrack, Inc.;
HomeNet, Inc.; Kelley Blue Book Co., Inc.;
5 vAuto, INC.; VinSolutions, Inc.; and
Xtime, Inc.

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21 SCOTT CHERRY, ESQUIRE
The Reynolds and Reynolds Company
22 ANDREW KIZZIE, Paralegal,
Kellogg Hansen Todd Figel & Frederick
23
24 SCOTT FORMAN, Videographer
- - -

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I N D E X

WITNESS

PAGE

NORMAN THOMAS BARRAS, JR.

By Mr. Nemelka

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E X H I B I T S

MARKED

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- - -

COURT REPORTER: The attorneys participating in this deposition acknowledge that I am not physically present in the deposition room, and that I will be reporting this deposition remotely.

They further acknowledge that in lieu of an oath administered in person, I will administer the oath remotely.

The parties and their counsel further agree that the witness may be in a state where I am not a Notary and stipulate to the witness being sworn in by an out-of-state Notary.

If any party does have an objection to this manner of reporting, please state so now.

(No objections.)

- - -

THE VIDEOGRAPHER: Also the deposition will take place in central time because the witness is in Houston today.

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1 Good morning. We're going on
2 the record at 8:50 a.m. on April 15,
3 2021.

4 This is media unit 1 of the
5 video recorded deposition of Tommy
6 Barras in the matter of Cox Automotive,
7 Inc. et al. versus The Reynolds and
8 Reynolds Company filed in the American
9 Arbitration Association, Case Number
10 01-19-4548.

11 This deposition is being held at
12 Susman Godfrey LLP.

13 My name is Scott Forman from the
14 firm Veritext. I'm the videographer.

15 The court reporter is Linda
16 Rossi-Rios from the firm Veritext.

17 I am not related to any party in
18 this action, nor am I financially
19 interested in the outcome.

20 Counsel will now state their
21 appearances and affiliations for the
22 record.

23 MR. NEMELKA: Mike Nemelka on
24 behalf of Cox Automotive with the law

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1 firm of Kellogg Hansen.

2 MR. SUSMAN: Harry Susman on
3 behalf of the respondent, Reynolds and
4 Reynolds, and the witness. Law firm
5 Susman Godfrey. With me by Zoom is
6 Scott Cherry, general counsel of
7 Reynolds and Reynolds.

8 By the way, Mike, for what it's
9 worth, I'm sitting in the same room
10 with Mr. Barras. I'll just keep my
11 Zoom on.

12 MR. NEMELKA: I appreciate that.
13 Thanks, Harry.

14 MR. SUSMAN: I may from time to
15 time, I may walk over there to try to
16 help him. I'm not sure on the Exhibit
17 Share, how that's --

18 MR. NEMELKA: And it will help
19 for me to see when you object, too, to
20 still see you on camera. Thank you
21 very much.

22 THE VIDEOGRAPHER: Pause for a
23 second to make sure we have everybody.

24 MR. CHERRY: I'm not --

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1 THE VIDEOGRAPHER: I'm sorry.
2 Please go ahead.

3 MR. CHERRY: Just want to
4 note -- let you know, Mike, I am not in
5 the same room as Mr. Barras.

6 MR. NEMELKA: Okay. I should
7 also note I have -- Harry, I have Drew
8 Kizzie with me again, my paralegal, to
9 help me with the exhibits given the
10 remote nature of this deposition.

11 MR. SUSMAN: Great. Thank you
12 very much.

13 THE VIDEOGRAPHER: Will the
14 court reporter please swear in the
15 witness.

16 - - -

17 NORMAN THOMAS BARRAS, JR., after
18 having been duly sworn, was examined
19 and testified as follows:

20 - - -

21 THE VIDEOGRAPHER: We may
22 proceed counsel. Thank you very much.

23 - - -

24 EXAMINATION

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- - -

BY MR. NEMELKA:

Q. Good morning, Mr. Barras.

A. Good morning.

Q. My name is Mike Nemelka, and I have the opportunity to ask you questions today during your deposition.

Would you, please, state your full name for the record?

A. My given name is Norman Thomas Barras, Jr., but I go by Tommy.

Q. Where do you currently reside?

A. Houston, Texas.

Q. What is your address?

A. [REDACTED] Houston, Texas 77024.

Q. Where are you employed?

A. With Reynolds and Reynolds.

Q. What is your current position?

A. I'm CEO and president.

Q. How long have you been CEO and president?

A. I was promoted in June 2020 to president and CEO in November of 2020.

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1 Q. How long have you been with
2 Reynolds and Reynolds?

3 A. 44 years. It will be 45 in June.

4 Q. I'd like to walk through your
5 history with the company, but first let's
6 start with your -- with your background before
7 you joined the company. Did you -- did you go
8 to college?

9 A. No, I did not.

10 Q. Did you graduate from high school?

11 A. Yes, I did.

12 Q. Which high school?

13 A. It's a school in Louisiana.

14 Q. And is that where you grew up,
15 in Louisiana?

16 A. That's where my mother grew up,
17 in Louisiana. She moved -- she moved the
18 family there when my mother and father
19 divorced.

20 Q. Where did you grow up?

21 A. Houston.

22 Q. Houston. And then you graduated
23 from high school in Louisiana?

24 A. Correct.

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1 Q. And what did you do after high
2 school?

3 A. Started working for Reynolds.
4 UCS at that time.

5 Q. Wow. So you -- so your first
6 job after high school was working with -- for
7 UCS?

8 A. Well, I would call it my first
9 real job. I had, you know, busboy, you know,
10 restaurant-type jobs, store. The first real
11 job I had out of high school was with Reynolds
12 and Reynolds, or UCS at the time.

13 Q. How old were you when you
14 started at UCS?

15 A. 17.

16 Q. And did Mr. Brockman personally
17 hire you?

18 A. Yes.

19 Q. And what position did he hire
20 you for when you first started at Reynolds?

21 A. It was UCS back then.

22 Q. UCS, thank you.

23 A. The company was very small at
24 the time. I'm their number three person

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1 hired. So we were hired to do everything.

2 Essentially I wore many hats.

3 Q. So you're employee number three?

4 A. Correct.

5 Q. Is Mr. Brockman employee number
6 one?

7 A. Correct.

8 Q. Who is employee number two?

9 A. Mr. Nalley, Rob Nalley.

10 Q. How did you become aware of UCS
11 as a teenager?

12 A. Well, my father was an accountant
13 for the railroad here in Houston, and he had
14 an employee working for him that worked part
15 time for Bob. And I was -- in those days I
16 would accompany my father to work. I was very
17 interested in the computers. And long story
18 short, the employee that worked for my father
19 introduced me to Bob, and that was the
20 beginning of the story.

21 Q. And so your responsibilities --
22 you said everything, but give me some examples
23 of what your responsibilities were when you
24 started at Reynolds as a -- at age 17?

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1 A. At UCS I was -- at that time,
2 the company was -- how do you say it -- an
3 inventory management system where we sold or
4 we provided inventory on a pad, a printout for
5 dealerships. They would post their
6 transactions on those pads and then return
7 them to UCS where we keypunch, process and
8 produce new print reports for them to be used
9 for the next week's business. So I picked up
10 the work from the bus stations and brought
11 them to the company, and Bob and others would
12 process them, give them back to me and I'd
13 bring them back to the bus station, ship them
14 back to the customer.

15 Q. What year was that when you
16 joined Reynolds?

17 A. 1976.

18 Q. Did you -- try to do this in a
19 somewhat organized way. Did you have a -- did
20 you have a job title?

21 A. I wouldn't -- well, I couldn't
22 tell you. I was an employee. How about that?

23 Q. Well, what was the first job
24 title you did have at Reynolds beyond -- at

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1 UCS beyond employee?

2 A. Well, I went from kind of the
3 back office guy to working in the computer
4 room, basically working with the computers to
5 process the work. So my first title would
6 have been computer operator.

7 Q. When was that?

8 A. Probably 1977, but I'd have to
9 go back in my memory and try to figure out
10 exact dates and stuff. But it was early on,
11 you know.

12 Q. Close enough. And did you work
13 closely with Mr. Brockman from the start?

14 A. There was only -- there was only
15 a handful of us in the company, yes.

16 Q. So then you were a computer
17 operator, and what were -- what were your
18 responsibilities then?

19 A. To -- I have to -- after the
20 print reports would come in and the
21 keypunchers punched the changes, we'd take a
22 deck of card and run them in through a program
23 and process those transactions against the
24 current inventory for the customer and produce

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1 new reports for the dealer to keep track of
2 the sales for the next week. I would do
3 everything from running the programs to update
4 the inventory, to printing the reports. In
5 those days we'd actually put the hat on to
6 burst it and wrap it and ship it to the
7 customer as well. There wasn't really defined
8 roles. We did what we needed to be done to
9 get the customers updated reports.

10 Q. Was this in Houston?

11 A. Yes.

12 Q. Going down chronologically, what
13 was the next material change in your job
14 responsibilities?

15 A. Well, I went from a computer
16 operator to lead operator. And then I was the
17 head of the operations, the computer
18 operations area. The whole time, though,
19 during the early days I was very interested in
20 the programming side of the business. And
21 when there were down times, I would program.
22 And Bob would give me projects to work on and
23 give me materials to read, and I kind of
24 sucked up -- you know, sucked up every

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1 language he threw at me, every project he
2 threw at me in my spare time, which was --
3 well, I basically lived here. I lived with
4 the company because I just loved the business
5 and loved the opportunity to be a programmer.
6 A year later I moved into the programming
7 department as a programmer.

8 Q. Mr. Brockman was also -- did
9 programming at that time for Reynolds.
10 Correct?

11 A. For UCS, correct.

12 Q. For UCS. Can we agree -- I
13 understand that UCS acquired Reynolds in 2006,
14 but, you know, it's -- I've lived with this
15 company for years, you know, and it's going to
16 be hard for me to refer to it as UCS. Can we
17 agree that the time period before 2006, when I
18 refer to your experience at UCS, and if I say
19 Reynolds, that I actually mean UCS?

20 MR. NEMELKA: Is that okay.

21 Harry?

22 MR. SUSMAN: If you just do
23 it -- if you can, sure, if he says UCS.

24 THE WITNESS: Well, UCS means a

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1 lot to me. Okay. It's part of my
2 blood, it's part of my history. So I
3 will probably correct you whether we
4 agree or not. But I agree.

5 BY MR. NEMELKA:

6 Q. I just want to make sure we
7 understand each other, what I'm referring to,
8 but I'll do my best to refer to UCS pre-2006.

9 A. Okay.

10 Q. So you're -- you were essentially
11 a self taught programmer. Is that right?

12 A. Correct.

13 Q. And you became head of computer
14 operations for UCS. Do you recall the
15 approximate time frame when that occurred?

16 A. Towards the end of 1977, maybe
17 into 19 -- I'm sorry, '77 to '78, but it
18 wasn't long that I moved away from computer
19 operations into the programming area.

20 Q. So now moving forward
21 chronologically, did you -- did your
22 responsibilities at UCS become primarily on
23 the programming side?

24 A. In the early days, again, we

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1 wear -- we wore multiple hats, but my focus
2 was on the development of software. And when
3 we needed, I was computer operator. And when
4 they needed the work taken to the bus station,
5 we did that as well. So kind of wore all
6 hats. But my primary focus was on software
7 development.

8 Q. So Reynolds had this inventory
9 tracking product?

10 A. Parts inventory, correct.

11 Q. In your product development, did
12 you help develop the dealer management system
13 that Reynolds offered -- again, that UCS
14 offered?

15 A. In the beginning there was this
16 parts inventory management system, but from
17 there our focus turned to providing, you know,
18 software applications and systems for the
19 dealer in the dealership. We -- you know, Bob
20 and I worked with others to create parts
21 inventory, accounting, service applications,
22 vehicle applications, F&I. You know, all
23 applications that would -- that was needed to
24 run a dealership I was involved in.

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1 Q. And so is -- let's talk about
2 this by decade so we can -- so in the '80s,
3 what were your responsibilities at Reynolds in
4 the '80s?

5 A. To create and enhance and build --
6 build online applications, in dealership
7 applications for our dealerships.

8 Q. And after head of computer
9 operations, did you have a different title in
10 the '80s?

11 A. I probably had several titles in
12 the '80s. I was computer programmer in the
13 beginning and then I led a team of developers
14 and then worked my way into managing the
15 entire programming department.

16 Q. All right. Now let's talk about
17 the '90s. What were your responsibilities at
18 UCS in the '90s?

19 A. I continued to run, you know,
20 the software development organization as a
21 group. I also was in charge -- put in charge
22 of our, what we call our IT operations area,
23 which was basically maintaining PCs. In those
24 days we didn't really have servers. But, you

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1 know, we had devices that were on everyone's
2 desk that we used to program and run the
3 business, support the business.

4 Q. When did you become chief
5 technology officer?

6 A. Now you're going to catch me off
7 guard because I didn't -- I didn't go back and
8 look at my history.

9 Q. That's okay.

10 A. I was promoted to vice
11 president, chief technology officer I want to
12 say in the '90s, but I don't have a date in my
13 memory at the moment.

14 Q. Did you have any ownership
15 interest in UCS at the time?

16 A. You'll have to be more specific.

17 Q. Before the Reynolds and UCS
18 transaction, did you have any ownership
19 interest in UCS?

20 A. In the late '90s Bob created --
21 made available for me to become a stockholder
22 in UCS.

23 Q. And what was your interest, how
24 much?

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1 A. Again, the specifics at that
2 time I'm unclear of. Today I'm a 1 percent
3 owner.

4 Q. Today you're a 1 percent owner.
5 Did you -- did any of your ownership
6 interest -- did you cash out any of your
7 ownership interest in the Reynolds
8 transaction?

9 A. No.

10 Q. No. Have you ever cashed out
11 any of your ownership interest in Reynolds or
12 UCS?

13 A. No.

14 Q. Throughout the '80s and '90s,
15 did you continue to work closely with
16 Mr. Brockman as you -- as you performed these
17 responsibilities?

18 A. Yes.

19 Q. So did your -- the
20 responsibilities you described in the '90s in
21 terms of developing these software and --
22 software applications for dealerships, and
23 heading up that effort, did your
24 responsibilities change at all or is that --

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1 or encompass anything else or was that it?

2 A. I'm not sure I understand the
3 question.

4 Q. Besides the responsibilities you
5 described in the '90s, did you have any others
6 at UCS?

7 A. No. That was my responsibilities,
8 yes.

9 Q. Who did you report to?

10 A. Bob Brockman.

11 Q. During your entire time at UCS
12 did you report to Mr. Brockman?

13 A. Yes.

14 Q. You never reported to anybody
15 else?

16 A. Yeah, that's -- back in the
17 early days there may have been someone that I
18 reported to, but I don't recall.

19 Q. At least for the '80s and '90s
20 and afterwards you reported to Mr. Brockman.
21 Is that right?

22 A. That's correct.

23 Q. At the time of the Reynolds and
24 UCS transaction, were you still chief

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1 technology officer?

2 A. Yes.

3 Q. And then after 2006 was that
4 still your title, chief technology officer?

5 A. Correct.

6 Q. And so now let's -- in this
7 chronology, now we're in 2006, after the
8 acquisition, or after the transaction, what
9 were your responsibilities at Reynolds?

10 A. The same responsibilities over
11 development and the IT operations of the
12 company, of the combined company.

13 Q. What was your next -- how long
14 were you chief technology officer at Reynolds?

15 A. I was chief technology officer
16 until I was promoted in June of 2020.

17 Q. So you were -- had the same
18 position until you were promoted in June 2020
19 to the role of president?

20 A. Correct.

21 Q. How did your responsibilities
22 change when you were -- when you were promoted
23 in June 2020 to president?

24 A. Well, the promotion -- my

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1 promotion was part of an executive decision to
2 create an executive team. There were seven of
3 us, you know, put into positions, into
4 executive VP titles that basically you created
5 the team that would run Reynolds, and I was
6 the lead.

7 Q. Who did you report to when you
8 were president?

9 A. To Mr. Brockman.

10 Q. Did he retain the CEO title?

11 A. Yes.

12 Q. And still was chairman?

13 A. Yes.

14 Q. When did you become CEO?

15 A. In November of 2020.

16 Q. Do you recall the precise date
17 in November?

18 A. I do not recall the exact date,
19 but it was early November.

20 Q. And before that time, did you --
21 did you report to Mr. Brockman as president?
22 Was there any time before November 2020 that
23 you did not report to Mr. Brockman when you
24 were president?

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1 A. I was reporting to Mr. Brockman.

2 Q. After November 2020, what role
3 did Mr. Brockman take in the company when he
4 was no longer CEO?

5 A. Bob Brockman resigned in
6 November of 2020 executing the disability
7 provisions in his employment agreement. With
8 that resignation, he did not -- he no longer
9 had a role inside of Reynolds.

10 Q. Was he still chairman of the
11 board?

12 A. No.

13 Q. When did he resign as chairman
14 of the board?

15 A. November of 2020.

16 Q. At the same time?

17 A. Yes.

18 Q. Before Mr. Brockman resigned,
19 who was on Reynolds' board of directors?

20 A. The board consisted of
21 Mr. Brockman and Mr. Al Deaton.

22 Q. Brockman and who?

23 A. Mr. Al Deaton.

24 Q. Who is Al Deaton?

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1 A. Friend and confidant of
2 Mr. Brockman's.

3 Q. How does Mr. Brockman know him?

4 A. Their relationship is really
5 long and old. I don't know how they came to
6 know each other.

7 Q. Did Mr. Deaton have any role in
8 Reynolds besides being on the board with
9 Mr. Brockman?

10 A. Mr. Deaton was a long time
11 advisor to the company. He was around as a
12 friend and, you know, consultant for decades,
13 so his title and role was on the board.

14 Q. How long was that -- for what
15 time period was that the board's composition,
16 Mr. Brockman and Mr. Deaton?

17 A. I don't have the -- I don't know
18 the answer to that question.

19 Q. When did it start?

20 A. I don't know the answer to that
21 question.

22 Q. Are you aware before November 2020
23 of Reynolds' board being anything other than
24 Mr. Brockman and Mr. Deaton?

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1 A. I'm unaware.

2 Q. After November 2020 who -- and
3 Mr. Brockman resigned, who was on the board of
4 directors for Reynolds?

5 A. So I am the chairman of the
6 board and Jim Jackson is a board member.

7 Q. You're the chairman and Jim
8 Jackson. Who is Jim Jackson?

9 A. Jim Jackson is a long-time
10 associate, a long-time friend of both Bob and
11 myself, a pastor of Chapelwood Methodist
12 Church, and someone we -- someone I count on
13 and have counted on for a long time.

14 Q. Are you a member of that -- of
15 the congregation of that Methodist church?

16 A. At Chapelwood, yes.

17 Q. Is Mr. Brockman a member of
18 Chapelwood as well?

19 A. Yes.

20 Q. Who decided to place him on the
21 board of Reynolds?

22 A. Place?

23 Q. Mr. Jackson.

24 A. I did.

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1 Q. Did you talk to Mr. Brockman
2 about that choice?

3 A. I don't recall.

4 Q. Who decided to place you as the
5 chairman of the board of Reynolds?

6 A. Mr. Brockman.

7 Q. So you talked to Mr. Brockman
8 about that appointment?

9 A. We talked about that appointment,
10 yes.

11 Q. And you had that conversation in
12 November 2020?

13 A. Prior to his resignation, yes.

14 Q. Did you discuss with him who
15 else should be on the board besides you?

16 A. I believe we had conversations.
17 I'm not sure if names were talked about. I
18 don't recall.

19 Q. But you did have --

20 A. I'm sure --

21 Q. You did have -- sorry, go ahead.

22 A. I'm sure we talked about it,
23 yes.

24 Q. When was the last time you spoke

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1 with Mr. Brockman?

2 A. Monday of this week.

3 Q. So that would be April 12. What
4 did you talk to him about?

5 A. I am -- I am friends with the
6 Brockman family. The Brockman family is my
7 family. I visit with the Brockmans frequently
8 because they're my friends and my family.
9 When we visit, we talk about many things that
10 friends would talk about; hunting, fishing,
11 sports, politics, our families. Both families
12 have a love for dogs. And my wife is --
13 raises and shows Cocker Spaniels all over the
14 country. We frequently talk about her events
15 and how she did at the shows. We talk about,
16 you know, our adventures with the dogs, and
17 the -- we have a pack of dogs actually that we
18 care for and show and breed. So we talk about
19 what friends would talk about.

20 Q. There's one topic missing from
21 that list. Do you talk about Reynolds?

22 A. We do not talk about Reynolds
23 specifically. Generally do they ask how
24 Reynolds is doing? Yes. They were the

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1 founders. They were the creators. Their
2 family is part of Reynolds and the UCS world.
3 So they ask. But once he resigned in 2020, I
4 was advised that we should stay away, I should
5 stay away from conversation about Reynolds
6 specifically. And when those conversations
7 come up with the Brockmans, I answer very
8 generically and move on to other topics.

9 Q. What was the reason for you --
10 for you not to talk about specifics at
11 Reynolds after November 2020?

12 MR. SUSMAN: Tommy, if the
13 advice came from lawyers, I instruct
14 you not to answer the question.

15 THE WITNESS: I cannot answer
16 the question.

17 BY MR. NEMELKA:

18 Q. That advice came from lawyers?

19 A. Correct.

20 Q. Lawyers for Reynolds?

21 A. Correct.

22 Q. So if I understand your
23 testimony correctly, when Mr. Brockman asks
24 you about specifics at the business of

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1 Reynolds, you respond in a general manner. Is
2 that right?

3 A. Mr. Brockman rarely asks me
4 about Reynolds. When we visit, he has good
5 days and bad days. Most days are pretty tough
6 for him. And the questions are really around
7 the family and how I'm doing, how the company
8 is doing. But they're very general questions,
9 not anything specific.

10 Q. But he was chairman of the board
11 as of November. Correct?

12 A. Correct.

13 Q. And he was CEO of the company as
14 of November?

15 A. Correct.

16 Q. And you reported to him as of
17 November?

18 A. Correct.

19 Q. After you became CEO and
20 chairman of Reynolds, when was the next time
21 you spoke with Mr. Brockman?

22 A. As I said earlier, I speak to my
23 friends and my family several times a week.

24 Q. So you speak to Mr. Brockman

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1 several times a week?

2 A. I speak with the Brockman family
3 several times a week, yes.

4 Q. Do you ever speak to Mr. Brockman,
5 just Mr. Brockman?

6 A. No.

7 Q. There's always somebody else
8 there?

9 A. Yes.

10 Q. Why is that?

11 A. I can't answer that question.
12 The family, the family is very close and
13 they're together. When we're together, we
14 come together as a family and we talk together
15 as a family.

16 Q. Before November 2020 would you
17 talk to Mr. Brockman, just the two of you?

18 A. Yes.

19 Q. But after November 2020 you
20 never have?

21 A. Correct.

22 Q. When you talk to Mr. Brockman do
23 you do it by phone?

24 A. Rarely.

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1 Q. How do you do it?
2 A. In person.
3 Q. At his house?
4 A. Yes.
5 Q. So a few times a week you visit
6 him at his home?
7 A. Yes.
8 Q. And who else is there besides
9 Mr. Brockman?
10 A. Mainly his wife, Dorothy.
11 Q. So anybody --
12 A. Sometimes his son Robert.
13 Q. Anybody else?
14 A. He has 24/7 healthcare to care
15 for him, so there's always a nurse around.
16 Q. How long have you considered
17 Mr. Brockman family?
18 A. Forever.
19 Q. Have there been any specific
20 transactions at Reynolds that you've discussed
21 with Mr. Brockman since November?
22 A. No.
23 Q. What about Reynolds' financial
24 performance?

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1 A. No.

2 Q. Any pricing for your Reynolds
3 DMS products?

4 A. No.

5 Q. RCI pricing?

6 A. No.

7 Q. Did you discuss your deposition
8 with Mr. Brockman on Monday?

9 A. No.

10 Q. Have you ever discussed that you
11 were being deposed with Mr. Brockman?

12 A. No.

13 Q. Have you ever discussed any
14 litigation that Reynolds is involved in with
15 Mr. Brockman since November 2020?

16 A. No.

17 Q. Before November 2020 did you?

18 A. Did we speak about -- can you
19 repeat the question, please?

20 Q. Did you speak with Mr. -- when
21 you were president, did you ever discuss with
22 Mr. Brockman litigation that Reynolds is
23 involved in?

24 A. I'm sure we had conversation

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1 about legal matters between June and November
2 of 2020. I don't recall.

3 Q. But you're sure you did?

4 A. I would think we would have, yes.

5 Q. But since November you never have?

6 A. Yes.

7 Q. What about this arbitration with
8 Cox Automotive, have you ever discussed this
9 arbitration with Mr. Brockman?

10 A. No.

11 Q. Even before November 2020?

12 A. I was not involved -- as chief
13 technology officer, executive vice president
14 of development and technology, I was not
15 involved with the majority of the business
16 decisions and business of Reynolds. I focused
17 on the technology side. That was -- that was
18 basically my cup of rice.

19 Q. You're aware that Reynolds
20 approached Cox Automotive to settle this
21 dispute. Correct?

22 A. Yes.

23 Q. Who made that decision?

24 A. It was a decision that we came

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1 to as an executive team.

2 Q. Did you ever discuss that
3 decision with Mr. Brockman?

4 A. No.

5 Q. Did you ever discuss any
6 negotiations that you've had with Cox
7 Automotive with Mr. Brockman?

8 A. No.

9 Q. When you say that decision was
10 made as an executive team, which exec -- who
11 is part of that executive team that made the
12 decision to approach Cox Automotive to settle?

13 A. My executive team includes
14 Robert Burnett, Eric Edwards, Scott Santana,
15 Chris Walsh, Pam Lugo. I'm missing someone.

16 Q. Is it the group of seven
17 executives that you referred to earlier as
18 part of the reorganization?

19 A. Yes.

20 Q. And did you discuss -- you
21 discussed this litigation as a group?

22 A. Yes.

23 Q. And is your testimony that
24 Mr. Brockman has never asked about the

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1 litigation with Cox Automotive since
2 November 2020?

3 A. Restate your question, please.

4 Q. Is it your testimony that
5 Mr. Brockman has never asked about the
6 litigation with Cox Automotive since
7 November 2020?

8 A. Yes, he has never asked.

9 Q. And you've never brought it up
10 with him?

11 A. Yes, I've never brought it up
12 with him.

13 Q. Who has ultimate decision-making
14 authority at Reynolds whether Reynolds will
15 settle with and on what terms with Cox
16 Automotive?

17 A. I ultimately have the final
18 decision, but I would rely on my team to
19 participate.

20 Q. Is that answer the same with
21 respect to the litigation with Motor Vehicle
22 Software Corporation?

23 A. I'm not familiar with that name.

24 Q. MVSC?

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1 A. I am familiar with the acronym,
2 yes. Yes.

3 Q. And is that the same decision
4 with respect to Authenticom?

5 A. Yes.

6 Q. Have you ever discussed the
7 Authenticom litigation with Mr. Brockman --

8 A. No.

9 Q. -- since November 2020?

10 A. No.

11 Q. What about before November 2020?

12 A. No.

13 Q. Never?

14 A. Again, I was not involved in the
15 legal aspects of the business prior to my
16 promotion.

17 Q. You have discussed the company
18 Authenticom with Mr. Brockman, though. Correct?

19 A. Yes.

20 Q. Now, to MVSC. Have you ever
21 discussed MVSC, the MVSC litigation with
22 Mr. Brockman since November 2020?

23 A. No.

24 Q. So you see -- you see

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1 Mr. Brockman a few -- you visit Mr. Brockman a
2 few times a week at his home. Is that right?

3 A. Several times a week, yes.

4 Q. Do you ever --

5 A. I would say I visit with the
6 Brockman family. Because 100 percent of the
7 time I'm visiting with the wife and
8 Mr. Brockman.

9 Q. Do you ever communicate with
10 Mr. Brockman other than in person?

11 A. No.

12 Q. You say that you only speak in
13 general terms with Mr. Brockman about the
14 Reynolds business. Is that correct?

15 A. Correct.

16 Q. But before November 2020 you
17 would speak to him about specifics. Right?

18 A. Yes.

19 Q. And was it your advice of
20 counsel at Reynolds that changed how you
21 communicate with Mr. Brockman at Reynolds, is
22 that right, about Reynolds?

23 A. I'm not sure I understand your
24 question.

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1 Q. I want to clarify for the
2 record. Before November 2020, when
3 Mr. Brockman was chairman and CEO and you were
4 president, you discussed specifics about the
5 business with Mr. Brockman. After
6 November 2020, he stepped down from those
7 positions, you no longer do. Who made that
8 decision?

9 A. With Mr. Brockman's resignation,
10 exercising his disability provision of his
11 employment agreement, I was advised not to --
12 to no longer discuss Reynolds business with
13 the Brockman family.

14 Q. And it was counsel for Reynolds
15 that gave you that advice. Is that right?

16 A. Yes.

17 Q. Mr. Barras, have you ever been
18 deposed?

19 A. Counting this time?

20 Q. Other than today.

21 A. Yes. Once.

22 Q. What context was that?

23 A. It was several decades ago. It
24 was an employee matter. I don't recall other

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1 than it was an employee matter.

2 Q. Did you prepare for today's
3 deposition?

4 A. Yes.

5 Q. How?

6 A. I spoke with my legal team on
7 Friday for a couple of hours, yesterday for an
8 hour or so.

9 Q. How many total hours -- how many
10 hours total did you spend preparing for this
11 deposition?

12 A. I don't have an exact number of
13 hours. I wasn't really keeping track.
14 Several. More than -- more than a couple.
15 Less than a day.

16 Q. Who of your legal team did you
17 meet with?

18 A. I met with Harry and Scott
19 Cherry. Andi, Mike and John. And don't ask
20 me about last names, I'm horrible with names.

21 Q. Is Andi the Andi Gulley?

22 A. Yes.

23 Q. When did you meet with her?

24 A. On Friday and again on Monday.

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1 Again yesterday, sorry.

2 Q. And Mike, is that Michael Cohen?

3 A. No.

4 Q. Who is Mike?

5 MR. SUSMAN: Kelso, just to help
6 out.

7 BY MR. NEMELKA:

8 Q. And who was the third person you
9 referenced?

10 A. Scott Cherry and Jon Emmanuel.
11 They're Reynolds' general counsel.

12 Q. Is Andi Gulley representing you
13 in this arbitration?

14 A. That's -- I don't know that I
15 have the answer to that question. Harry
16 Susman is right in front of me, so I believe
17 he is representing me.

18 Q. Is Andi Gulley of Gibbs Bruns
19 also representing Reynolds in this
20 arbitration?

21 A. I am unable to answer that
22 question.

23 Q. Why is that?

24 A. I don't know all the names of

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1 all the various legal teams that are working
2 with us.

3 Q. But in connection with your
4 deposition today, you did meet with Ms. Gulley.
5 Correct?

6 A. She was part of the team that
7 met with me, yes.

8 Q. Did you review documents as part
9 of your preparation?

10 A. Yes.

11 Q. How many?

12 A. A handful.

13 Q. Who selected those documents?

14 A. I'm guessing the legal team that
15 was talking with me.

16 Q. Did you review any documents
17 that were not selected by legal counsel?

18 A. No.

19 Q. Did you any -- did you talk to
20 anybody else about your deposition besides the
21 people that you've just mentioned?

22 A. No.

23 Q. Nobody at Reynolds, you haven't
24 talked to any business folks at Reynolds about

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1 your deposition?

2 A. I have not discussed this
3 deposition with anyone. It is obviously
4 conversation in our executive team that we
5 have this litigation ongoing.

6 Q. Since it's been a while since
7 you were deposed, Mr. Barras, you and I, I
8 think, are doing a fine job at this, but I
9 think it's just worth reminding that I want to
10 make sure that you understand any question I
11 ask. So if you ever don't understand a
12 question I ask, please ask for clarification.
13 I appreciate that you've already done that
14 today. Okay?

15 A. I will do my best, yes.

16 Q. I want to make sure that I don't
17 cut you off, to give you a chance to answer my
18 questions; and likewise I'd appreciate. And,
19 again, I think we've been doing a good job,
20 but just so that we give each other space to
21 answer and -- ask and answer questions. Okay?

22 A. I apologize that I'm breaking in
23 too quickly sometimes.

24 Q. I don't feel you are. In fact,

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1 I've cut you off a few times. So I think
2 we're doing an okay job.

3 If you ever need a break to go
4 to the restroom, that is fine. I just would
5 ask if a question is pending, that you finish
6 answering my question before taking that
7 break. Okay?

8 A. Okay.

9 Q. This deposition is being taken
10 in somewhat unusual circumstances remotely. I
11 understand that Mr. Susman is in the room with
12 you. But I can't -- I'm not in the room with
13 you, so I would just ask you to, if you are
14 referring to any materials that you have
15 before you, that you let me know that because
16 I can't see it.

17 A. Okay.

18 Q. Do you have any materials in
19 front of you?

20 A. No. A bottle of water and my
21 glasses. How about that?

22 MR. SUSMAN: Some Altoids.

23 THE WITNESS: I'm going to get
24 very dry mouth. So I'm trying to not

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1 hack in front of you guys.

2 BY MR. NEMELKA:

3 Q. Thank you. Appreciate that.

4 Is there any reason that you
5 can't testify truthfully today?

6 A. No.

7 Q. Are you on any medication that
8 would prohibit you from being able to testify
9 truthfully today?

10 A. No.

11 Q. Any cognitive decline that
12 you're aware of personally that would inhibit
13 your ability to answer my questions today?

14 A. No.

15 Q. Any -- among the documents that
16 -- you say when you see something, you
17 remember it. Anything with respect to your
18 memory that would inhibit your ability to
19 answer my questions today?

20 A. No.

21 Q. You have a good memory?

22 A. Yes.

23 Q. Is it a photographic memory?

24 A. I wouldn't describe it that way,

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1 no.

2 Q. But a good one?

3 A. I've been told that.

4 Q. Do you believe that?

5 A. Yes.

6 MR. NEMELKA: Drew, can we
7 introduce the first exhibit as, it's
8 tab 27 of -- tab 27 of the second
9 folder that you created. And this will
10 be Cox Exhibit 72.

11 - - -

12 (Exhibit CX-72, USCH 0228922,
13 marked for identification.)

14 - - -

15 MR. SUSMAN: I'm going to go
16 over and make sure the Exhibit Share is
17 working.

18 MR. NEMELKA: Okay.

19 MR. SUSMAN: Let me know when
20 it's in the file.

21 THE WITNESS: I've refreshed a
22 couple times.

23 MR. NEMELKA: It looks like it's
24 there.

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1 THE WITNESS: I got it.

2 MR. SUSMAN: You do?

3 THE WITNESS: Yes.

4 BY MR. NEMELKA:

5 Q. Do you have it there, Mr. Barras?

6 A. Yes.

7 Q. I'm going to give you a moment
8 to review this. Let me know when you're
9 finished.

10 A. Okay.

11 Q. This is an email chain you had
12 with Mr. Brockman on -- in June 2020?

13 A. Correct.

14 Q. Is this -- this is the -- when
15 you were promoted to president of Reynolds.
16 Is that right?

17 A. Yes.

18 Q. Who made the decision to promote
19 you to president?

20 A. Mr. Brockman.

21 Q. What was the purpose of you
22 sending this email to Mr. Brockman?

23 A. I was kind of overwhelmed by
24 the -- I was very grateful for the promotion,

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1 and I just wanted to express my thanks and my
2 love for the family.

3 Q. When did you learn that you were
4 being promoted to president?

5 A. In early 2020.

6 Q. So this is -- sorry, go ahead, I
7 cut you off.

8 A. The discussions started early in
9 2020 about a responsibility change and the
10 makeup of a new team.

11 Q. And Mr. Brockman told you that
12 you would be promoted to president?

13 A. Yes.

14 Q. And what were the reasons that
15 Mr. Brockman gave you for the reorganization?

16 A. Mr. Brockman was 79 years old.
17 He was -- it was time for him to start turning
18 over the reins of the company.

19 Q. Did you have any doubt about
20 Mr. Brockman's ability to lead Reynolds at the
21 time?

22 A. No.

23 Q. Did you think in June -- so did
24 you think in June 2020 when you were

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1 promoted -- strike that.

2 So when you were promoted in
3 June 2020 Mr. Brockman was still CEO. Correct?

4 A. Yes.

5 Q. And you reported to him. Right?

6 A. Correct.

7 Q. Did you have any belief at that
8 time that Mr. Brockman should no longer lead
9 Reynolds?

10 A. Repeat your question, please.

11 Q. In June 2020 did you have any --
12 did you have any belief that Mr. Brockman
13 should no longer lead Reynolds?

14 A. No.

15 Q. In November 2020 when you
16 were -- when you were promoted to CEO, did you
17 have any reason to think that Mr. Brockman
18 should no longer lead Reynolds at that time?

19 A. Yes.

20 Q. Why?

21 A. He resigned and exercised the
22 disability provision in his employment
23 agreement. That was the first time I had -- I
24 became aware of any illness with Mr. Brockman.

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1 Q. Before November 2020 you were
2 not aware of any illness of Mr. Brockman?

3 A. Correct.

4 Q. You had no reason to think that
5 he was unable to lead Reynolds before
6 November 2020?

7 A. Correct.

8 Q. That he was still sharp enough
9 and had the cognitive abilities to lead
10 Reynolds as of November 2020. Is that right?

11 A. Yes.

12 Q. Did you have any reason to --
13 before November 2020 to doubt his mental
14 capacities?

15 A. No.

16 Q. Did you have any reason after
17 November 2020 to doubt Mr. Brockman's mental
18 capacities?

19 A. Yes.

20 Q. When was the first time that you
21 started to have that thought?

22 A. When he resigned exercising his
23 disability provision of his employment
24 agreement, made me aware that there was a

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1 serious -- seriously -- a serious illness, you
2 know, that Mr. Brockman was suffering from.

3 Q. That was the first time, when he
4 resigned in November 2020?

5 A. Yes.

6 Q. And what was the illness that
7 he -- that you understood he had?

8 A. Mr. Brockman -- the Brockman
9 family are very private people about their
10 health. They didn't talk to me about the
11 issues that were going on at the time.

12 Q. And what was the illness that
13 you -- have you come to understand what the
14 illness is that he has?

15 A. Since that time it's become
16 public that he has Parkinson's disease and
17 other ailments.

18 Q. Which other ailments?

19 A. He just recently was released
20 from the hospital, and he's having serious
21 kidney and bladder problems. He's cathetered
22 now probably for the rest of his life. His
23 health is deteriorating very rapidly.

24 Q. So Parkinson's and kidneys. Any

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1 other ailment that you're aware of that
2 Mr. Brockman has?

3 A. Again, Mr. Brock -- the Brockman
4 family is very private with health matters.
5 They don't speak with me on every issue that
6 is going on.

7 Q. Are you aware of any others?

8 A. No.

9 Q. So you're not aware, then, of
10 any cognitive decline that Mr. Brockman has?

11 A. If it's with regards to
12 Parkinson's, I believe that there is some
13 issue there. But I am not a medical expert
14 and don't understand all the complications of
15 Parkinson's.

16 Q. Well, you personally, are there
17 any that you perceive, any cognitive decline
18 that you perceive personally?

19 A. I witnessed for years
20 Mr. Brockman's forgetting things, not
21 recalling some of the decisions and being able
22 to grasp technology discussions that we were
23 having, but I thought nothing of it. He was
24 aging, he was involved with transforming a

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1 struggling organization in Reynolds into a
2 successful organization. He was very, very
3 busy, working long hours and stressed. I
4 thought nothing of it. It was -- I was
5 focused on what I needed to do from a
6 technology standpoint.

7 Q. In terms of your experience, as
8 you testified, you found him to be sharp and
9 his cognitive abilities to be strong up
10 through November 2020. Correct?

11 A. Correct.

12 Q. You had no reason to doubt his
13 mental facility -- faculties. Correct?

14 A. Up until November 2020, yes.

15 Q. So I want to ask you about your
16 conversations with Mr. Brockman as he was
17 describing to you the leadership change.
18 Apart from his age, were there any other
19 reasons that he gave? I think you mentioned
20 age. Are there any other reasons that he
21 gave?

22 A. No. It was time.

23 Q. What about his age did he say
24 that necessitated the leadership change in

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1 2020?

2 A. Well, he had run -- he had been
3 running Reynolds for 50 years, it was time for
4 him to step back.

5 Q. He wanted to -- he wanted to no
6 longer work so hard?

7 A. I don't think he described it
8 that way. I didn't ever perceive Bob Brockman
9 to not work hard, so...

10 Q. All right. Then how did he
11 describe it?

12 A. It was time for him to turn the
13 running of the company over to the next
14 executive team.

15 Q. And when did he first broach the
16 subject with you? Early 2020 you said?

17 A. Yes.

18 Q. So for about four, five months
19 you discussed with him the leadership change
20 before it was announced in early June 2020?

21 A. We not only talked together but
22 we talked to the members of the executive team
23 to describe what we were thinking from a
24 leadership transition standpoint.

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1 Q. How often did you talk to
2 Mr. Brockman in early -- you know, during this
3 time in 2020 before you became president?

4 A. As often as I had -- you know,
5 for our entire careers. Several times a week.

6 Q. And what about how often did you
7 email with Mr. Brockman at the time before you
8 became president?

9 A. Frequently.

10 Q. Daily?

11 A. That's probably a fair assessment,
12 yes.

13 Q. Is that testimony the same up
14 through after you became president through the
15 beginning of November 2020, that you would
16 speak with Mr. Brockman several times a week
17 and email with him daily?

18 A. Email communication reduced
19 some, but, yes, we continued to communicate up
20 to November.

21 Q. Let's go back to Exhibit 72.
22 Mr. Brockman's response to you, he says --

23 A. I'm sorry, is this the one I'm
24 looking at?

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1 Q. Yes, it's Cox Exhibit 72.

2 Mr. Brockman replies to you, "Tommy.

3 "To start with -- you and I
4 should be talking every day about any decision
5 of importance that is cooking -- before it is
6 leaked or published." Do you see that?

7 A. Yes.

8 Q. And did you talk every day about
9 any decision of importance?

10 A. We talked about every decision,
11 every important decision, yes.

12 Q. And give me an example of some
13 of those decisions that you talked to him
14 about?

15 A. That's -- that's not an easy
16 question. We were running the business. My
17 questions to him would have been more teach me
18 about things that I didn't understand like the
19 financial side of the business or sales
20 opportunities or how to behave with sales.
21 How to behave with our support organizations.
22 Those tasks, those duties I had not -- I had
23 not been part of up until my promotion. So
24 those conversations were dominant in our

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1 conversations. Help me, teach me about how to
2 run Reynolds, how to be a good steward of the
3 company.

4 Q. Did you continue to discuss the
5 programming and development side of the
6 business?

7 A. No.

8 Q. After June 2020 you did not?

9 A. My conversations with Bob,
10 Mr. Brockman on technology had become less
11 frequent over the years. He trusted me. I
12 had been in technology with him for 45 years.
13 We -- he trusted that I would turn this
14 business around. And I have done that in
15 other acquisitions that we've had. Again, our
16 technology decisions, he felt comfortable with
17 where I was going with Reynolds and he let me
18 run the business. His focus was on other
19 parts of the business that wasn't as strong,
20 that wasn't executing as strong. That was his
21 intention.

22 Q. Did you still keep him apprised
23 of what you were doing as -- on the development
24 software side?

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1 A. Of course.

2 Q. And he still had input into what
3 you were doing?

4 A. He participated. Not often, but
5 he did.

6 Q. So this talking every day with
7 Mr. Brockman about running Reynolds, did that
8 continue up through his resignation in
9 November 2020?

10 A. He didn't speak every day about
11 the learning that I needed. I was learning.
12 I was working with the team, you know, trying
13 to figure out all the different personalities
14 that were part of the team. We had -- when
15 posed -- when questions would come up that I
16 didn't understand or didn't have knowledge to
17 make a good decision, I would ask for advice
18 from Mr. Brockman.

19 Q. So you may not have talked every
20 day about, you know, you learning how to run
21 Reynolds, but you did -- but did you talk to
22 Mr. Brockman every day about any decision of
23 importance that is cooking, as he says?

24 A. I can't recall every decision

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1 that was made between that time frame, but I
2 would have consulted him, yes.

3 Q. Did you ever discuss -- when did
4 you learn you were going to become CEO of
5 Reynolds?

6 A. I don't have an exact date. It
7 was sometime between June and November.

8 Q. How soon before you became CEO
9 did you learn that you were going to be --
10 that Mr. Brockman had selected you for that
11 position?

12 A. Again, I don't have an exact
13 date when that discussion occurred. I would
14 guess it was closer to November than it was to
15 June.

16 Q. Was it before or after his
17 federal indictment became public in October?

18 A. I don't recall.

19 Q. When you became president, did
20 Mr. -- in June, did Mr. Brockman say he wanted
21 you to become CEO eventually.

22 A. Yes.

23 Q. And when did he tell you that?

24 A. During the June time frame we

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1 talked about what the plan would look like
2 years down the road. It would be his goal,
3 our goal to work together towards having me
4 step into the CEO chairman role.

5 Q. Did he say he would continue to
6 advise you as an advisor to the CEO after you
7 stepped into that position?

8 A. Yes.

9 Q. When did he tell that you?

10 A. I don't -- again, I don't recall
11 the exact date, but it was part of the
12 discussion, that was the goal.

13 Q. He would advise you for several
14 years as you were CEO during that time.
15 Correct?

16 A. Yes.

17 Q. But when he resigned in
18 November, that was no longer the plan?

19 A. All that changed in November,
20 yes.

21 Q. But up until then it was your
22 understanding that you would become CEO, and
23 after you became COE, Mr. Brockman would be
24 your CEO advisor. Is that right?

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1 A. Yes.

2 MR. NEMELKA: We've been going
3 an hour. I have another document I
4 want to introduce, but if you would
5 like a break, I'm happy to take one or
6 we can keep going.

7 THE WITNESS: Just keep going.

8 BY MR. NEMELKA:

9 Q. I have a few more questions
10 about Cox Exhibit 72. You say, "...give me
11 the strength needed to carry on your legacy."
12 Do you see that?

13 A. Yes.

14 Q. What is the legacy you're
15 referring to?

16 A. Bob Brockman created a very
17 successful organization, software organization.
18 And I wanted and needed his strength to
19 continue on.

20 Q. And then before that you say, "I
21 still do not understand why you chose me to
22 carry forward your mission..." Do you see
23 that?

24 A. Yes.

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1 Q. What didn't you understand about
2 his decision to make you president?

3 A. At the time I had a lot of self
4 doubt and didn't know -- it was a hard time.
5 It was just a hard time. I was -- I didn't
6 want to let him down. I wanted to make sure
7 that we continued on. Thinking back, he had
8 the trust in me. I really didn't trust
9 myself. But that quickly changed.

10 Q. That quickly changed after you
11 became president?

12 A. I think I became more comfortable
13 with the decision, more comfortable with the
14 team that we had assembled and very
15 comfortable that we would be successful
16 continuing to run the Reynolds organization.

17 Q. You said you did not want to let
18 Mr. Brockman down in your testimony, and in
19 your email you say, "...I will do my best to
20 never disappoint you." Do you see that?

21 A. Yes.

22 Q. Disappoint him in which way?
23 Never disappoint him in which way?

24 A. More like a son talking to a

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1 father. I wanted to make sure that I did
2 everything perfectly.

3 Q. So never disappoint him with
4 respect to how you ran Reynolds?

5 A. And I was -- and how I behaved
6 as an executive.

7 Q. Has it been hard after
8 November 2020 to follow the advice to not talk
9 about specifics of Reynolds with Mr. Brockman?

10 A. Did you say it was hard?

11 Q. I said has it been hard. Given
12 your relationship with Mr. Brockman before
13 November 2020 and the detail of your
14 discussions and the depth of your discussions
15 with Mr. Brockman about Reynolds, has it been
16 hard after November 2020 to keep everything at
17 a general level?

18 A. Yes, it's been hard.

19 Q. Today do you think Mr. Brockman
20 would have any trouble understanding topics at
21 Reynolds you would want to discuss with him?

22 A. Yes.

23 Q. Which ones?

24 A. Every one.

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1 Q. Every single topic at Reynolds
2 that you want to discuss with him at Reynolds,
3 you think Mr. Brockman would have a hard time
4 understanding?

5 A. Mr. Brockman's health has
6 deteriorated very rapidly.

7 Q. So before -- sorry, go ahead.

8 A. Many days he's a blank slate.
9 Very dull. And understanding about basic life
10 functions are very hard for him.

11 Q. Sorry, go ahead.

12 A. I'm done.

13 Q. But before November 2020 you
14 never thought that?

15 A. Yes.

16 Q. That's correct, you never
17 thought that?

18 A. That's correct, yes.

19 Q. When was the first time that you
20 thought -- that you thought that given -- I
21 mean, given that there's a moment in time when
22 you were talking to him frequently about
23 Reynolds in detail, in depth about running the
24 business?

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1 A. When he resigned in November 2020
2 and exercised the disability provisions of his
3 employment agreement.

4 Q. But there was nothing that you
5 personally perceived before that time that
6 would give you a reason to think that he had
7 an inability to run Reynolds. Correct?

8 A. No.

9 Q. I thought that was your testimony
10 before, that you never perceived any reason
11 that Mr. Brockman should not run Reynolds
12 before November 2020?

13 A. Restate your question.

14 Q. Is it still your testimony that
15 there was no -- you never had any reason to
16 believe that Mr. Brockman should not run
17 Reynolds before November 2020?

18 A. He was capable of running
19 Reynolds before November, yes.

20 Q. Do you still not want to
21 disappoint Mr. Brockman? Do you feel the same
22 way?

23 A. Of course.

24 Q. So you own 1 percent of

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1 Reynolds. Is there anybody else that owns a
2 percentage of Reynolds?

3 A. There is a majority stockholder.
4 That's part of the trust that owns the
5 majority of stock.

6 Q. Who is that?

7 A. Who? It's a trust.

8 Q. So let's break this down. You
9 own 1 percent of Reynolds. And what form does
10 your ownership take? Is it Spanish Steps
11 Holdings? Is it UCS? What form does your
12 ownership take?

13 A. I'm not sure I understand that
14 question.

15 Q. You own 1 percent of Reynolds.
16 You said that. Correct?

17 A. Correct.

18 Q. Do you own 1 percent of Reynolds
19 directly, 1 percent of Reynolds stock?

20 A. That complexity I can't answer.
21 It's not that I'm trying to be evasive. I
22 don't know.

23 Q. Apart from the Eugene Brockman
24 Charitable Trust, is there any other entity or

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1 person that has an ownership stake in
2 Reynolds?

3 A. To my knowledge, there are other
4 entities in the trust that have stock.

5 Q. Who are those entities? What
6 are those entities?

7 A. I can't talk about it. I don't
8 know. They're part of the trust, the overall
9 trust structure.

10 Q. Does Mr. Nalley own any percentage
11 of Reynolds?

12 A. No.

13 Q. So apart from you and the
14 entities within the trust structure, is there
15 anybody else or any other entity that owns a
16 part of Reynolds?

17 A. No.

18 Q. So the trust structure owns 99
19 percent and you own 1 percent. Is that right?

20 A. Correct.

21 Q. And you -- and who are the
22 trustees of the charitable trust?

23 A. A new independent trustee was
24 named I want to say late last week. The name

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1 of the trustee is Maples.

2 Q. What's the name?

3 A. Maples.

4 Q. Maples?

5 A. Yes.

6 Q. Was that the trustee that you
7 advocated for?

8 A. I don't understand that question.

9 Q. Was there a trustee that you
10 favored as over others?

11 A. I have no involvement in making
12 a decision like that.

13 Q. Was Maples the favored trustee
14 of Dorothy Brockman?

15 A. I don't know the answer to that
16 question.

17 Q. Did you ever discuss with
18 Mr. Brockman or Dorothy Brockman who would be
19 trustees of the Eugene Brockman Charitable
20 Trust?

21 A. I did not.

22 Q. Who makes decisions whether
23 dividend payments will be paid by Reynolds to
24 the charitable trust?

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1 A. The majority stockholder can
2 request dividends and has requested dividends
3 recently to support the charitable
4 responsibilities that the trust has.

5 Q. And who decides whether to --
6 how to respond to those requests?

7 A. The trust is the majority
8 stockholder. He makes a request that we
9 honor.

10 Q. So any request that the trust
11 makes for dividend, you honor that?

12 A. Let me describe. I need to step
13 back because I am not an expert on how the
14 trust behaves. That's just not what I do. The
15 trust has certain charitable responsibilities
16 that it's committed to, and it didn't have the
17 funds to make -- to honor those
18 responsibilities. The trust asked one of its
19 assets to assist with taking care of its
20 charitable contributions, and we complied.

21 Q. When was that request made?

22 A. There have been three
23 distributions; one in August of 2020 and
24 another in December and one recently in April

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1 '21.

2 Q. How much was the April 2021
3 distribution?

4 A. 16 million.

5 Q. 1-6?

6 A. 1-6 million, yes.

7 Q. What about December 2020?

8 A. I don't know the exact numbers
9 of the previous dividends. I want to say in
10 December it might have been 4 or 5 million.

11 Q. What about August 2020?

12 A. I don't recall the exact number,
13 but I want to say 10 to 12 million.

[REDACTED]

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17 Q. Mr. Barras, where do you store
18 your email, your work email?

19 A. On my laptop.

20 Q. Are they stored anywhere else?

21 A. No.

22 Q. Reynolds does not store its --
23 store your work emails on any centralized
24 server?

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1 A. Correct.

2 Q. Are they ever stored on a server
3 and then deleted?

4 A. The way the system works, when I
5 fire up my laptop, my email are downloaded to
6 my laptop and they're removed from the server.

7 Q. How long has that been Reynolds'
8 policy with respect to your emails?

9 A. Over 25 years.

10 Q. Who set that policy?

11 A. I did.

12 Q. Did you talk to Mr. Brockman
13 about that policy?

14 A. Yes.

15 Q. Did he concur in that?

16 A. He followed my advice.

17 Q. And does this -- who does this
18 policy apply to?

19 A. The officers of Reynolds and
20 Reynolds have their emails set up to exist on
21 their laptop.

22 Q. You said the officers?

23 A. Yes.

24 Q. How many officers does Reynolds

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1 have?

2 A. I don't know the exact number.

3 Q. What's approximate?

4 A. 30.

5 Q. So the top 30 executives at
6 Reynolds?

7 A. Yes.

8 Q. What's the reason for that
9 policy?

10 A. It's a long story. At the
11 beginning of -- Reynolds UCS had its own email
12 system, its own email client. We use that
13 email for communications for ourselves --
14 between ourselves and our customers. But that
15 was a product that we sold to our customers
16 and that we use to support our customers. But
17 as we grew and as our clients' needs grew to
18 talk outside of the email client that we
19 supported for UCS, we migrated to a Microsoft
20 client email system for all employees.

21 Q. I haven't heard the reason why
22 Reynolds stores -- only stores emails on the
23 executives' laptops for the top 30 but not the
24 rest of the organization?

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1 A. As we -- at the beginning of
2 that, in the early days of our using the
3 Microsoft tool, we -- all employees had their
4 email on their laptop. That became very -- it
5 was a hard model to support for all our
6 associates. And as technology changed, we
7 learned of newer technologies that Microsoft
8 offered, specifically Exchange, which allowed
9 us to move our associates to a server, a
10 centralized server so that they could get to
11 their email. We did not move our officers
12 away from their configuration for a couple of
13 reasons. The security that our officers are
14 taught and that are implemented, we felt
15 really comfortable with that. We also wanted
16 the officers to have their email local to
17 their PC so that they could -- they could get
18 the email without being connected to a
19 corporate central server.

20 Q. For that second reason, they can
21 still have their emails local on their hard
22 drive and Reynolds retain a copy of it on a
23 server. Correct? I mean -- strike that.

24 For that second reason, officers

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1 could still have access to their email on
2 their laptop and Reynolds could still keep
3 a -- you know, keep a record of those emails
4 on centralized servers. Right?

5 A. The newer technologies do
6 provide that capability.

7 Q. And then the first reason, you
8 say security of officers, what are you
9 referring to there?

10 A. The security that the officers,
11 you know, take care of their own housekeeping,
12 their security. Their laptop is basically
13 self contained. So they have access to the
14 systems that they need, to the documents they
15 need to run the business.

16 Q. But I don't understand the
17 connection between that and storing -- only
18 storing their emails on their laptop. How
19 does that increase security?

20 A. Our officers practice good
21 security. They have good configurations.

22 Q. What do you mean they practice
23 good security?

24 A. They take care of their laptops.

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1 Q. Are you aware that Mr. Schaefer's
2 laptop was stolen from his unlocked car in
3 2015?

4 A. I was aware of that, yes.

5 Q. You think that's good security?

6 A. No.

7 Q. What if laptops get stolen or
8 are lost?

9 A. Teach our officers to take care
10 of their equipment.

11 Q. Have you thought of changing
12 Reynolds' policy so that the emails aren't
13 stored only on the laptop but that there's at
14 least a backup copy on Reynolds' company
15 servers?

16 A. Yes.

17 Q. When did you make -- when did
18 you think about that?

19 A. Can you restate your question?

20 Q. When was that, when have you
21 thought of making -- changing that policy?

22 A. Technology in the email part of
23 the world, you know, grows and increases every
24 day. While that's not who we are, we're

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1 not -- you know, we don't focus on email and
2 Microsoft, you know, product enhancements. It
3 has come to my attention that we could have a
4 different configuration for our officers. I
5 have not decided to do that.

6 Q. You have not decided to do that?

7 A. Correct.

8 Q. Why not?

9 A. Distracting my executive team
10 and my officers is not something that I choose
11 to do at the moment.

12 Q. How do you distract your
13 executive team? Don't you have IT people that
14 can handle that?

15 A. All officers would have to learn
16 a new way of getting to their email. I'm not
17 prepared to distract them right now on that.

18 Q. How would they -- how would
19 it -- how would it -- why would they have to
20 learn a new way of getting to their email?
21 They use Outlook. Right?

22 A. Correct.

23 Q. So how would they have to learn
24 a new way if Reynolds started keeping the copy

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1 on a centralized server that you say that they
2 already have at one point but deletes?

3 A. They would have to learn a new
4 configuration for their Outlook client.

5 Q. How? What's the new configuration?

6 A. To move from a central -- to
7 move from a local Outlook file to an Outlook
8 file on a server.

9 Q. What is anything new about that
10 that the user has to learn?

11 A. My decision is not to distract
12 the officers with a new technology for email.

13 Q. And my question is, what is new
14 about that, what you just said? What would
15 they have to learn that's new?

16 A. It is my opinion that the
17 configuration change would disrupt our officers.

18 Q. How?

19 A. It is my opinion that that would
20 distract our officers.

21 Q. I'm asking you how?

22 A. And I answered the question.

23 Q. No, you didn't, and I'd like you
24 to answer it.

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1 A. The configuration change between
2 having a local PST file and having an email
3 client on a server changes the behavior of the
4 officers.

5 Q. Changing the behavior of the
6 officers?

7 A. Changes the configuration.
8 Excuse me, Michael, I said the wrong word.

9 Q. How does the configuration, how
10 does the user, how does that affect the user
11 of the email, changing the configuration?

12 A. They would have to learn a
13 different way to get to their email client,
14 their email on a central server.

15 Q. And I'm asking what is -- what
16 would be different? You testified, Mr. Barras,
17 that Reynolds has a copy of the 30 executives
18 that -- at one time and they're just not
19 retained. Right?

20 A. Yes.

21 Q. All Reynolds would have to do is
22 start retaining those emails. Right?

23 A. No.

24 Q. Okay. What would change?

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1 A. It would move from a local,
2 saving their local email on their PC to a
3 central server.

4 Q. And for the user what changes?

5 A. Configuration changes.

6 Q. What is the configuration that
7 changes for them? Like, what does that look
8 like?

9 A. The local PST file would be
10 moved -- the storing of the email would be
11 moved from their local PC to the server.
12 That's a configuration change.

13 Q. I'm saying what does that look
14 like for the user? What is different for the
15 user?

16 A. The configuration change would
17 have to be learned by the officer from storing
18 the local email, storing the email on their
19 PC, to a central server. It would change the
20 configuration.

21 Q. What is a configuration?

22 A. Restate the question.

23 Q. You keep using the word
24 configuration that has to be changed. What do

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1 you mean by "configuration"?

2 A. The email client today is set up
3 to store the email locally. To change, to
4 store the configuration on a server would
5 require a configuration change.

6 Q. And so how does that affect the
7 user? What -- you said they have to learn
8 something new. What do they have to learn
9 that is new?

10 A. It's different, Michael.

11 Q. I understand that. But I'm
12 asking what -- what do they -- from the user's
13 perspective of Outlook, what is different
14 about it?

15 A. I've answered the question.

16 Q. Respectfully, I don't believe
17 so. How does it -- you say you don't want to
18 distract your executives, it would be this big
19 distraction. And so you're saying it's a
20 configuration change and I'm asking how is it
21 then -- how is that a distraction? How does
22 it change the behavior of -- how does it
23 affect the user of Outlook?

24 A. It is my opinion that any

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1 configuration change for an officer would be a
2 distraction, keep them from doing their job.

3 Q. So if their emails were stored
4 centrally, that would keep them from doing
5 their job?

6 A. It's a distraction to change.
7 That's the comment I made.

8 Q. And the change that you're
9 testifying to is just a change in the
10 configuration that they're centrally stored
11 instead of locally stored. Correct?

12 A. Correct.

13 Q. But is there any difference of
14 how Outlook looks to them?

15 A. I am not familiar with what the
16 config change looks like. I'm not experienced.

17 Q. Would the email look any
18 different to them?

19 A. I am not experienced with what
20 the config change looks like. I've not
21 experienced it myself.

22 Q. So you actually don't know if
23 there would be any change of what the user
24 actually looks like -- what it actually looks

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1 like to the user. Right?

2 A. Configuration change forcing,
3 moving the email from a locally stored client
4 to a server-based email system would cause
5 change for the user.

6 Q. But you don't know what that
7 change is?

8 A. I don't know all the changes,
9 no. But the configuration change would
10 disrupt the officers.

11 Q. Would it just be because they
12 would know that their emails are now being
13 stored centrally instead of locally? You
14 haven't -- is that what it is, just that they
15 would know that they're centrally stored
16 instead of locally?

17 A. There's a question there?

18 Q. Yes. Is that the disruption,
19 just that they would know that their emails
20 are now stored centrally instead of locally?

21 A. Any distraction from the current
22 configuration to the new configuration is not
23 a distraction that I'm willing to encounter
24 today.

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1 Q. What is the distraction?
2 That's -- I guess drilling down on it, what is
3 the distraction?

4 A. The configuration change from
5 the -- storing the local -- storing the email
6 locally on the officer's laptop to a server is
7 a distraction, is a change to our officers.

8 Q. And I'm asking you, is the only
9 change for the officers just that they'll be
10 stored centrally instead of locally?

11 A. I'm sure there's other changes
12 that I am not familiar with at this moment.

13 Q. You're not aware of any other
14 changes right now. Right?

15 A. The configuration change is a
16 change to the officer's laptop, which I am not
17 willing to do.

18 Q. You're aware that -- you're
19 aware that Mr. Brockman used Evidence
20 Eliminator on his work laptop. Correct?

21 A. I read that in the indictment.

22 Q. Well, Reynolds itself did an
23 investigation on that, didn't it?

24 A. I am not aware of that.

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1 Q. Have you read Reynolds' report
2 to the FTC in December of 2020?

3 A. No, I have not.

4 Q. Have you read Reynolds' report
5 to the FTC in January 2021?

6 A. No, I have not.

7 Q. Are you aware that they confirmed
8 that Brockman had Evidence Eliminator on his
9 work laptop?

10 A. I am not aware of that.

11 Q. But you are aware that Brockman
12 has been alleged to have used Evidence
13 Eliminator to destroy his work emails. Right?

14 A. I don't know what Evidence
15 Eliminator does. I can't talk to it.

16 Q. My question is, is you're aware,
17 though, that he has been alleged to have used
18 Evidence Eliminator to destroy emails on his
19 laptop. Right?

20 A. Yes.

21 Q. And you're also aware that
22 because he -- if he did that, those emails are
23 not -- are gone forever because there's no
24 centralized location where you could get them.

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1 Right?

2 A. I have no knowledge of what
3 Evidence Eliminator does.

4 Q. That's not my question. If
5 he -- if somebody deletes emails -- if a
6 Reynolds executive, the top 30, deletes an
7 email from their laptop, there's no
8 centralized source where a copy of that lap --
9 of that email is. Correct?

10 A. Restate your question.

11 Q. If you delete, Mr. Barras, an
12 email from your -- a work email from your
13 laptop, that email can't be recovered from
14 anywhere else. Correct?

15 A. Correct.

16 Q. And with that knowledge, you're
17 still comfortable having Reynolds maintain the
18 policy that for these 30 top executives, those
19 emails will only be stored on their work
20 laptops?

21 A. I believe that it helps our
22 executive team be more productive, yes.

23 Q. How does it help your executive
24 team be more productive?

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1 A. Because they don't have to be
2 attached to a server to have their email.

3 Q. They don't have to be attached
4 to a server to do what?

5 A. They don't have to be attached
6 to a server to have access to their email.

7 Q. So do other employees at
8 Reynolds, are they not able to email from
9 their laptop?

10 A. Our associates must be connected
11 to the central server to check email, yes.

12 Q. What does it take to be
13 connected to the central server?

14 A. Communications of VPN type
15 configuration between the laptop and the
16 environment -- and the email environment, yes.

17 Q. Did Mr. Brockman ever discuss
18 Evidence Eliminator with you?

19 A. No.

20 Q. He never brought up -- he never
21 said the words Evidence Eliminator to you?

22 A. No.

23 Q. Did he ever discuss a program
24 like Evidence Eliminator with you?

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1 A. No.

2 Q. Did he ever discuss -- when was
3 the first time you heard of Evidence Eliminator?

4 A. I don't recall.

5 Q. After Mr. Brockman's federal
6 indictment became public, that was in October
7 of 2020. Correct?

8 A. I believe that is the date.

9 Q. Did anybody ever ask you about
10 Evidence Eliminator?

11 A. No.

12 Q. So you've never talked to
13 anybody about Evidence Eliminator?

14 A. No.

15 Q. Are you aware of what Reynolds
16 has reported to the FTC about you and Evidence
17 Eliminator?

18 A. No.

19 Q. Have you ever deleted emails
20 from your laptop?

21 A. Yes.

22 Q. Why?

23 A. I get thousands of emails a day
24 from spam and junk providers that I can't

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1 really stop, so I have lots of those that I
2 get rid of.

3 Q. Apart from the spam, do you
4 delete any other emails?

5 A. No.

6 Q. So on your current Reynolds
7 laptop how far back do your emails go?

8 A. I can't tell you, I don't know.

9 Q. Decades?

10 A. A long time.

11 Q. Decades?

12 A. I don't delete -- I'm under a do
13 not delete order. I don't think it's decades,
14 though.

15 Q. But if you've never deleted
16 emails other than junk email, does that mean
17 every work email that you've ever -- about
18 Reynolds' business that's not junk is now --
19 is on your laptop?

20 A. No.

21 Q. Why not?

22 A. Before I was put under a do not
23 delete order, we -- I maintained -- the
24 officers maintain a six-month retention on

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1 their laptop. That is the corporate policy.

2 Q. And when did you receive a do
3 not delete order?

4 A. I do not recall the -- I do not
5 recall the date. It's a few years back.

6 Q. Before you received that,
7 would -- how would emails be deleted from your
8 laptop?

9 A. I would delete -- I would delete
10 the email that were over six months old.

11 Q. So you personally delete. So
12 every day would you delete the emails that
13 were six months old?

14 A. I wouldn't do it every day, but
15 I would have a routine that I would clean up
16 my laptop housekeeping wise.

17 Q. So how frequently would you
18 delete the emails that were six months old?

19 A. I wasn't regular, but for sure I
20 did it on a monthly basis, yes.

21 Q. And this is something that you
22 personally did, it's nothing that software
23 that you had installed on your laptop did?

24 A. I might have had -- I personally

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1 like to take care of my own housekeeping. So
2 I would say generally I would have done the
3 removal of old emails myself. Have I used
4 Outlook to automate that function? Maybe. I
5 am not -- I don't have the answer to that
6 question. But I am more comfortable deleting,
7 doing my housekeeping myself than using
8 software.

9 Q. Have you -- before Brockman's
10 federal indictment was disclosed in October of
11 2020, were you aware that he was under
12 investigation, federal investigation for tax
13 crimes?

14 A. I was made aware of a federal
15 situation because I was served with a subpoena
16 in, I believe it was, 2019.

17 Q. What was the subpoena for?

18 A. To be honest with you, I don't
19 recall. I did not read it.

20 Q. What did you do with it?

21 A. I let my lawyers deal with it.

22 Q. Did you talk to federal
23 investigators?

24 A. I did not.

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1 Q. Did you turn over any documents
2 to federal investigators?

3 A. My laptop was copied and...

4 Q. Copied and what?

5 A. Copied and put in a safe storage
6 I'm guessing. I'm not exactly sure what
7 happened.

8 Q. Did you talk to Mr. Brockman
9 about the investigation?

10 A. No.

11 Q. Ever?

12 A. Never.

13 Q. Why not?

14 A. My responsibilities inside of
15 Reynolds were to focus on technology. The
16 legal business, the sales business, the
17 business as a whole was outside my
18 responsibility.

19 Q. Did Mr. Brockman ever bring up
20 the federal investigation with you?

21 A. Yes.

22 Q. When?

23 A. Told me not to worry about it.

24 Q. When did he do that?

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1 A. I don't know. I don't recall.
2 Q. Was it while he was still CEO
3 and chairman?
4 A. Yes.
5 Q. Tell me everything he said.
6 A. Just that. Don't worry.
7 Q. How did the conversation start?
8 A. I don't recall.
9 Q. What did you say in response?
10 A. Nothing.
11 Q. You said nothing?
12 A. I went back to work.
13 Q. You think that was before --
14 that was before the indictment became public
15 in October?
16 A. I'm sorry, repeat your question.
17 Q. He told you not to worry about
18 it. Did he tell you not to worry about the
19 federal investigation before or after the
20 indictment was public?
21 A. Public when?
22 Q. In October 2020.
23 A. Before.
24 Q. And have you talked about it

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1 with him since the indictment was made public?

2 A. No.

3 Q. In your visits to his home three
4 times a week, do he ever talk about the -- his
5 criminal case?

6 A. No.

7 Q. Has it ever been a topic of
8 conversation?

9 A. No.

10 Q. What about with his wife Dorothy?

11 A. Excuse me?

12 Q. What about with his wife Dorothy?

13 A. No.

14 Q. What did you think, Mr. Barras,
15 when you learned about the government's
16 indictment?

17 A. I was very upset.

18 Q. What were you upset about?

19 A. The claims against -- the claims
20 made against my friend and father essentially.
21 I was upset.

22 Q. Were you upset because he was
23 indicted or were you upset because he may have
24 done the crimes he's alleged to have committed?

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1 A. Bob Brockman has not committed
2 any crimes. I was upset because his name and
3 his family have been seriously disrupted
4 because of this.

5 Q. So you don't believe that
6 Mr. Brockman has avoided payment of any taxes,
7 taxes on any income?

8 A. I believe Bob Brockman has not
9 committed any crimes.

10 Q. Do you believe that he destroyed
11 any evidence?

12 A. I do not have that knowledge.
13 But no. But no, I do not believe he destroyed
14 evidence.

15 Q. So you don't think that he would
16 have used Evidence Eliminator on his laptop to
17 destroy his -- to destroy his work emails?

18 A. I do not know what Evidence
19 Eliminator does.

20 Q. Do you -- you don't believe that
21 Mr. Brockman would have deleted all of his
22 work emails, is that your testimony, to
23 destroy evidence?

24 A. I do not know Mr. Brockman's

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1 behavior with his equipment, no. I'm not
2 involved.

3 Q. Why do you -- what's the basis
4 for your testimony that Mr. -- your belief
5 that Mr. Brockman has not committed any
6 crimes?

7 A. I believe that he has not
8 committed any crime.

9 Q. What's the basis for that?

10 A. I believe that.

11 Q. Why?

12 A. I believe that.

13 Q. What's the basis for that
14 belief?

15 A. I don't know what answer you
16 want me to give you. I gave you the answer.
17 I believe that he has not committed a crime.

18 Q. I'm not looking for any specific
19 answer. I just want to know what the basis
20 for that belief is?

21 A. I believe Bob Brockman has not
22 committed any crimes.

23 Q. Why? Why do you believe that?

24 A. I've answered your question.

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1 Q. Respectfully I don't believe you
2 have. I'm asking is it because you're --
3 there's many reasons why you may believe that,
4 believe him an honest person or whatever. I'm
5 just asking what your personal belief is, why
6 do you think he didn't committed any crimes?

7 A. I don't believe Bob Brockman
8 committed any crimes.

9 Q. My question is why? Why do you
10 believe that?

11 A. I do not believe he committed
12 any crimes.

13 Q. Do you believe he paid all the
14 taxes that were due?

15 A. I have no knowledge of Bob's
16 financial situation. I don't know. I can't
17 tell you. I can't answer the question.

18 Q. Do you believe Mr. Brockman --
19 so what's your basis -- if you don't know
20 whether he paid all his taxes, what's the
21 basis for your belief that he didn't commit
22 any crimes?

23 A. I believe Bob Brockman has not
24 committed any crimes.

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1 Q. Have you done an independent
2 investigation of that?

3 A. No.

4 Q. Is it just based on your
5 personal relationship with Brockman, that
6 belief?

7 A. I have a very personal
8 relationship with Bob Brockman. He did not
9 commit any crimes.

10 Q. And that knowledge is because --
11 has he told you that he has not committed any
12 crimes?

13 A. We have not talked about it.

14 Q. When you -- do you email with
15 Mr. Brockman?

16 A. Be more specific.

17 Q. Do you -- have you emailed with
18 Mr. Brockman since you became chairman and
19 CEO?

20 A. No.

21 Q. Not a single email?

22 A. I don't recall, but I don't
23 believe I have. And I can explain.

24 Q. Okay.

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1 A. He doesn't know how to check
2 email anymore.

3 Q. Did he know how to check email
4 when he was chairman and CEO in November of
5 2020?

6 A. Yes.

7 Q. Which email account would you
8 email him with? Which email account did
9 Mr. Brockman use in corresponding with you?

10 A. Our Reynolds and Reynolds
11 account.

12 Q. Any other emails? Did he use
13 any other emails?

14 A. No, not to my knowledge. Or not
15 to my recollection.

16 Q. Did you ever send an email to or
17 from Mr. -- to Mr. Brockman or receive one
18 from him that was not from his work, Reynolds
19 work email?

20 A. I don't recall.

21 Q. You could have, though?

22 A. I don't recall.

23 Q. Are you aware of a
24 lambdaprime.org domain, email domain?

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1 A. Say that again.

2 Q. Are you aware of a
3 lambdaprime.org email domain?

4 A. No.

5 Q. Are you aware of any secret
6 email accounts that Mr. Brockman used?

7 A. No.

8 Q. Do you have -- did you ever have
9 any secret email accounts that you used with
10 Mr. Brockman besides your Reynolds work email?

11 A. No.

12 Q. What is Mr. Nalley's current
13 role at Reynolds?

14 A. Bob Nalley's is currently vice
15 chairman.

16 Q. He is still on the board as
17 well?

18 A. Rob Nalley was not on the board
19 of directors.

20 Q. He was never on the board of
21 directors?

22 A. No.

23 Q. So he's vice president of the
24 company?

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1 A. Yes.

2 Q. What are his responsibilities as
3 vice chairman?

4 A. Help me run Reynolds, be an
5 advisor.

6 Q. Does he have an office at
7 Reynolds?

8 A. Yes.

9 Q. Does he come into the office?

10 A. No.

11 Q. Did he before COVID?

12 A. Yes.

13 Q. Is it near your office?

14 A. Yes.

15 Q. Where, proximity?

16 A. Right across the hall.

17 Q. Did you take a new office after
18 becoming chairman and CEO?

19 A. Yes.

20 Q. Did you take the office that
21 Mr. Brockman had?

22 A. Yes.

23 MR. NEMELKA: All right. Drew,
24 let's mark as Cox 73 tab 28 from the

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1 same binder.

2 - - -

3 (Exhibit CX-73, USCH 0228641 -
4 0228644, marked for identification.)

5 - - -

6 BY MR. NEMELKA:

7 Q. Is it there? It looks like it's
8 there, Mr. Barras. Exhibit 73, if you can
9 open it up. It's a memo from Rob Nalley to
10 Bob Brockman. Have you seen this email
11 before?

12 A. Hold on, I'm still refreshing.
13 Yes, I have the email. Can I read it?

14 Q. Sure. Have you seen this before?

15 A. Yes.

16 Q. You can take a moment to review.

17 A. Okay.

18 Q. Are you finished? When did you
19 see this?

20 A. I believe this was prepared
21 sometime early in 2020 or midyear 2020. I'm
22 not exactly sure of the date. I think it was
23 May maybe.

24 Q. And did Mr. Brockman share this

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1 with you?

2 A. Yes.

3 Q. So -- and did you discuss this

4 with him?

5 A. With him?

6 Q. With Mr. Brockman.

7 A. Yes.

8 Q. And what did you discuss?

9 A. What duties Mr. Nalley would

10 perform.

11 Q. Do you see here that

12 Mr. Brockman's plan was to give up his CEO

13 title on or before his birthday, [REDACTED]? Do

14 you see that?

15 A. Yes.

16 Q. But he stayed on as CEO through

17 November. Why did that plan change?

18 A. He chose to stay on.

19 Q. Why, do you know?

20 A. I don't know.

21 Q. Did he discuss with you who

22 would become CEO in May, if he had stepped

23 down on his birthday?

24 A. We discussed it, yes.

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1 Q. And who?
2 A. Me.
3 Q. But he never -- he didn't
4 discuss with you why he chose to stay on
5 instead of stepping down?
6 A. He chose to stay on.
7 Q. What were his reasons?
8 A. He chose to stay on.
9 Q. And I'm asking what his reasons
10 were?
11 A. It was his -- he made the
12 decision to stay on.
13 Q. Did he tell you why?
14 A. No.
15 Q. So for Mr. Nalley, he derived --
16 he gave Mr. Nalley specific responsibilities
17 as you say he discussed with him. It was
18 recommended he step down as vice chairman and
19 become an advisor to the CEO. Has that -- you
20 say that has not happened, he still is vice
21 chairman?
22 A. Correct.
23 Q. Is there any plan for him to
24 step down?

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1 A. He has -- he has a plan to
2 retire.

3 Q. And when is that?

4 A. In June.

5 Q. In June. What's the basis for
6 that decision to retire?

7 A. He's retiring. Wants to enjoy
8 life.

9 Q. Have you asked him to retire?

10 A. We worked together on his
11 retirement plan.

12 Q. And did you ask him to retire?

13 A. No.

14 Q. When you say you worked together
15 on his retirement plan, what does that mean?

16 A. We worked together to ensure
17 there would be a smooth transition of the
18 responsibilities he had to the executive team.

19 Q. And what are his current
20 responsibilities?

21 A. He managed our legal department.
22 He managed our aircraft department, division.
23 And he managed our document service business.

24 Q. Are those still his

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1 responsibilities?
2 A. No.
3 Q. What are his current
4 responsibilities?
5 A. He's preparing for retirement.
6 Q. So he doesn't manage your legal
7 department?
8 A. No.
9 Q. Who does?
10 A. I do.
11 Q. He doesn't manage your aircraft
12 business?
13 A. No.
14 Q. Who does?
15 A. I do.
16 Q. And he doesn't manage your
17 documents business?
18 A. No.
19 Q. And you do that as well?
20 A. No.
21 Q. Who does?
22 A. The documents business was split
23 up between two executives, Chris Walsh and
24 Willie Daughters.

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1 Q. Okay. While here on, let's see,
2 page 3 of 4, the first line says, "Legal must
3 have your approval (veto power) to decide
4 whether or not to settle any lawsuit." Do you
5 see that?

6 A. Yes.

7 Q. Is that still the case, that
8 legal must have Mr. Nalley's approval to
9 settle any lawsuit?

10 A. No.

11 Q. When did that change?

12 A. As part of his retirement plan,
13 he basically stepped down out of all the areas
14 that he was in.

15 Q. Was that after you became
16 chairman and CEO?

17 A. Yes.

18 Q. So now any approval to decide
19 whether to settle any lawsuit is -- ultimately
20 must be provided by you. Right?

21 A. I'm the final decision-maker,
22 but I use my executive team to lean on to make
23 the best decisions we can.

24 Q. Aviation department, is that

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1 just the corporate aircraft that Reynolds uses
2 for its executives?

3 A. Your description of the aviation
4 department is improper.

5 Q. What is the aviation department?

6 A. It manages an aircraft that
7 Reynolds uses in connection with its business.

8 Q. How many aircraft?

9 A. One.

10 Q. So, Mr. Barras, when Mr. Brockman
11 was running Reynolds up through November 2020,
12 was there anything that you thought he should
13 be doing differently to make -- you know, to
14 make the business better?

15 A. Yes.

16 Q. What?

17 A. I'm not Bob Brockman. I would
18 prefer to have a friendlier face to the
19 company, not be as tough with our
20 competitor -- with our third-party customers
21 and vendors.

22 Q. Do you mean not as tough with
23 your competitors either?

24 A. Restate your question.

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1 Q. You said not to be as tough with
2 your competitors. Did you say competitors?

3 A. No, I didn't mean my competitors.
4 I'm going to be tough with my competitors.

5 Q. But you started to say
6 competitors. Right?

7 A. I did. I misstated.

8 Q. What do you mean not as tough
9 with your customers and vendors and third
10 parties?

11 A. I believe we can be more
12 flexible in our terms and conditions.

13 Q. Which terms and conditions did
14 you think that Mr. Brockman was too inflexible
15 with?

16 A. That is a huge list. I'm not
17 prepared to go through each one of those right
18 now.

19 Q. What are some of the main ones?

20 A. Terms, discounting.

21 Q. Discounting?

22 A. Discounting, yes.

23 Q. So the price -- the pricing that
24 Reynolds gave to its customers?

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1 A. The discounting for which we
2 decided to grant customers for doing business
3 with Reynolds.

4 Q. So you thought that -- you think
5 that Reynolds should be -- should have been
6 doing more discounting. Is that right?

7 A. That's not what I said.

8 Q. So how do you disagree with
9 discounting with Mr. Brockman?

10 A. Mr. Brockman ran the company the
11 way he did. I'm running the company
12 differently.

13 Q. And I would like to explore
14 this. This is important in the ways that are
15 different. In discounting, what is different?

16 A. Be more flexible with our
17 discounting with our customers.

18 Q. What does that mean, more
19 flexible with discounting?

20 A. I don't have specifics to point
21 to at the moment. I'm studying all the
22 behaviors trying to figure out what the right
23 thing -- what the right things are to do.

24 Q. And just tell me, though, the

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1 general concept of discounting, what do you
2 mean by that?

3 A. Discounting the price we charge
4 for our products and services.

5 Q. And is it the circumstances in
6 which you would provide that discounting that
7 you're studying?

8 A. I don't understand your question.

9 Q. So in which circumstances would --
10 do you think that Reynolds should be more
11 flexible with discounting than Mr. Brockman was?

12 A. I'm learning and studying all
13 those -- that situation today.

14 Q. Is one scenario where a
15 dealership uses the Reynolds DMS and other
16 Reynolds add-on products, that you would
17 provide discounting in that situation, whereas
18 before you may not have?

19 A. I'm not prepared to talk about
20 individual products and services. I'm
21 studying what I'd like to do, trying to figure
22 it out.

23 Q. And I'm trying to understand
24 your testimony which is you thought that

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1 Reynolds should be more flexible with respect
2 to discounting, and so I want to understand
3 what that means. Which situations do you
4 think that Reynolds should be more flexible?

5 A. I'm studying the products and
6 services we offer and trying to figure out
7 what my pricing needs to look like going
8 forward.

9 Q. What other ways do you -- ways
10 that you're going to run Reynolds differently
11 than Mr. Brockman?

12 A. I am a different person than
13 Mr. Brockman.

14 Q. Established. Conceded.
15 Admitted. I'm asking for which ways you plan
16 on running Reynolds differently than
17 Mr. Brockman did?

18 A. I don't have a hard and fast
19 list. I'm kind of learning as I go.

20 Q. What are some -- we were going
21 through the list of areas that you were
22 looking at changing, and one of them was
23 discounting. I asked you for the main ones.
24 What were some others?

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1 A. I'm still studying all the
2 business, all the service products and
3 services we offer, trying to figure out what
4 I'm going to do different -- how I'm going to
5 behave different.

6 Q. So one is price, that's
7 discounting. Right? Is that correct?

8 A. Correct.

9 Q. What about Reynolds' data access
10 policies, are you evaluating those?

11 A. You'll need to be more specific
12 on your question.

13 Q. Reynolds policies with respect
14 to dealer access to their data.

15 A. I'm studying all the products
16 that we offer, trying to figure out if there's
17 different pricing, different pricing that we
18 should consider.

19 Q. I'm talking about the data
20 access. So let's do it this way: What about
21 third-party access to the data on the Reynolds
22 DMS, are you evaluating Reynolds' policies
23 with respect to that?

24 A. Yes.

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1 Q. And what are you considering?

2 A. I've not come to a decision.

3 Q. But you may change, Reynolds may
4 change those policies?

5 A. We may change.

6 Q. Under Mr. Brockman did you
7 believe that there was any chance that those
8 third-party data access policies would change?

9 A. I don't know.

10 Q. But you're considering changing
11 those now?

12 A. I'm considering changing, yes.

13 Q. What about requiring vendors to
14 go through the RCI program to obtain data from
15 dealers, are you considering changing that
16 policy?

17 A. No.

18 Q. Why not?

19 A. I think it's the right platform.

20 Q. What about Reynolds' third-party
21 data access policies are you considering
22 changing?

23 A. I'm studying all the applications
24 and pricing that Reynolds has. I've not come

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1 to any decision.

2 Q. Right. What specifically about
3 third-party access to the DMS are you
4 considering changing?

5 A. I'm reviewing all the products
6 and services that we provide for our customers
7 and looking -- considering what we may change,
8 what to change. I have not made any decisions
9 on any particular product or service.

10 Q. Is there a timeline for you to
11 make decisions?

12 A. No.

13 Q. Have you set an own personal
14 deadline for making these decisions?

15 A. No.

16 Q. You described Bob Schaefer
17 previously as Reynolds' contact with CDK in a
18 document. Who is Reynolds' current primary
19 point of contact with CDK?

20 A. I don't know that I can answer
21 that question. I'm sure it's not one
22 individual. I'm sure it's many. But I don't
23 know.

24 Q. Based on where you sit as CEO

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1 and chairman, who is Reynolds' primary point
2 of contact with CDK?

3 A. I don't have the knowledge that
4 I can answer that question.

5 Q. Why do you say it's many people?

6 A. We have many products that work
7 with CDK. We are a vendor.

8 Q. Bob Schaefer testified that you
9 had a conversation with him about retiring in
10 January 2023. Is that accurate?

11 A. Yes.

12 Q. He said that you wanted him to
13 retire because, this is his words, you thought
14 that there needed to be a change to the
15 reputation in the market to be a new Reynolds
16 and Reynolds. Did you say that to him?

17 A. I don't recall those words.

18 Q. Did you say that Reynolds needed
19 a new reputation in the market and Schaefer
20 stepping down was part of that?

21 A. Bob Schaefer has led our data
22 services organization since its inception,
23 it's beginning over 15 years ago. Bob
24 Schaefer has talked about retiring. The data

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1 services division is a very stable, mature
2 organization, and I feel like it's the right
3 time to put a new leader over data services so
4 that Bob Schaefer can enjoy retirement, enjoy
5 life after Reynolds.

6 Q. Mr. Schaefer testified that he
7 does not want to retire but that you asked him
8 to. Do you know that?

9 A. I answered your question.

10 Q. No. My question is, did you
11 know that Mr. Schaefer does not want to retire?

12 A. I don't know what Mr. Schaefer
13 said to you.

14 Q. My question to you is do you
15 know that Mr. Schaefer does not want to retire
16 but is only doing so because you asked him to?

17 A. Mr. Schaefer has made it clear
18 that he is ready to retire, that he is
19 contemplating retirement. He's been making
20 those statements for years.

21 Q. Did you say to him that you
22 wanted to change the reputation of Reynolds in
23 the market?

24 A. As an overall strategy I want to

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1 behave differently than Bob Brockman behaved.
2 So, yes, I want to change the way Reynolds is
3 perceived in the marketplace.

4 Q. And in which ways do you want
5 Reynolds to be perceived differently than it
6 is -- than it was under Mr. Brockman?

7 A. I believe we can show a
8 friendlier -- a strategy that makes us a good
9 partner with our third-party customers and
10 OEMs. I believe that a softer approach with
11 all our customers, our vendors, is a better
12 strategy for us long term.

13 Q. In what ways do you think
14 Reynolds needs to be friendlier or softer?

15 A. I just described what I was
16 thinking about and what I was try -- what I'm
17 going to try to do. I have not come to a
18 specific list of behaviors that I want to
19 change. I am studying and trying to figure
20 out how we could be better.

21 Q. What are some ways that you're
22 considering changing so to be friendlier and
23 softer?

24 A. I mean, generally terms and

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1 condition and pricing.

2 Q. So pricing I got. What about
3 terms and conditions?

4 A. Our contracts and terms and
5 conditions are very tough. I am looking at
6 what it would take to have different
7 friendlier terms and conditions.

8 Q. And my question is, which terms
9 and conditions do you think need to be
10 friendlier?

11 A. I have not -- I have no
12 specifics to point to that I'm ready to talk
13 about or change.

14 Q. My question is to you, what are
15 some, though? What are some terms and
16 conditions that you're evaluating?

17 A. I'm looking at the entire
18 agreements to see if there's any changes that
19 are necessary.

20 Q. Does that include third-party
21 prohibition on DMS access?

22 A. I'm not -- I can't answer that
23 question. I'm not -- I haven't thought about
24 it.

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1 Q. Could that be one of the terms
2 and conditions that you evaluate?

3 A. I'm evaluating all terms and
4 conditions.

5 Q. Including -- well, that would
6 then necessarily include third-party access to
7 data on the DMS. Correct?

8 A. I'm looking at all terms and
9 conditions, yes.

10 Q. What other terms and conditions
11 do you believe are you looking at that need to
12 be friendlier or softer?

13 A. I think I've answered that
14 question several times. I'm looking at all
15 our business practices and trying to figure
16 out which ones we should adjust to be a
17 different Reynolds, different in the
18 marketplace.

19 Q. I understand. I hope you
20 understand that's a general statement. I
21 would like -- I'm trying to get some specifics.
22 What specific terms and conditions apart from
23 third-party access are you looking at whether
24 they should be friendlier or softer?

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1 A. I don't have specifics for you,
2 Michael.

3 Q. All of them then.

4 A. As I said, I'm looking at all
5 our terms and conditions to see what -- if we
6 need to change, should we change, should we
7 consider changing.

8 Q. What does replacing Mr. Schaefer
9 have to do with changing Reynolds' reputation
10 to be friendlier and softer?

11 A. I answered the question earlier.
12 Mr. Schaefer has run, has been very successful
13 in running our data services organization for
14 15 years, since its inception. He spoke of
15 retirement. I feel it's the right time to put
16 a new leader in place in data services that
17 allows Mr. Schaefer to retire and to enjoy
18 life after Reynolds.

19 Q. And what would -- what are your
20 goals for the new leader of the data services
21 business? What are they going to -- what
22 would they be?

23 A. Today I would continue the
24 business as it is today. I'm not prepared to

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1 talk about what I would change with a new
2 leader into that organization. I don't have a
3 thought clearly about what changes are needed
4 in that part of the world.

5 Q. In which ways would you like the
6 new leader to be different than Mr. Schaefer?

7 A. That's a hard question. I'm not
8 sure how to answer for you.

9 Q. Why don't you -- do you have any
10 ideas how you would like the organization to
11 be run differently?

12 A. The data services organization,
13 its business I'm not going to change. The way
14 it behalves with RCI and third parties, I
15 think that is the right business model. Who
16 is the next leader that represents us, we will
17 continue to -- we'll continue forward. I hope
18 I would work with the new leadership to be a
19 friendlier, more cooperative partner, as I
20 said earlier, and look at terms and conditions
21 to see if those -- if it is appropriate to
22 adjust, to change our behavior in that part of
23 the business.

24 MR. NEMELKA: We've been going

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1 for an hour and a half, Mr. Barras, do
2 you mind if we break for lunch?

3 THE WITNESS: You make the
4 decision. That's fine.

5 MR. NEMELKA: Okay. Shall we
6 say 40 minutes, Harry?

7 MR. SUSMAN: Yeah. I can tell
8 you that I don't think Tommy has eaten
9 lunch, so we can -- if you want to make
10 it thirty to move this along, I'm happy
11 to do that.

12 MR. NEMELKA: Let's go off the
13 record.

14 THE VIDEOGRAPHER: We're going
15 off the record. The time is 12:01 p.m.

16 - - -

17 (A recess was taken.)

18 - - -

19 THE VIDEOGRAPHER: We're back on
20 the record. The time is 12:49 p.m.

21 BY MR. NEMELKA:

22 Q. Good afternoon, Mr. Barras.

23 A. Mike, before you get started,
24 I'd like to correct one misstatement I made

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1 about Evidence Eliminator. I think you asked
2 something like did anyone speak to me about
3 Evidence Eliminator. And our lawyers in the
4 investigation with the FTC did talk to me
5 about Evidence Eliminator.

6 Q. You also said you never heard of
7 Evidence Eliminator before. Right?

8 A. Up until that point, yes.

9 Q. Up until your lawyers talked to
10 you, you never heard of Evidence Eliminator?

11 A. Yes.

12 MR. NEMELKA: Drew, let's mark
13 as an exhibit the Second Supplemental
14 Response (Corrected Final).

15 - - -

16 (Exhibit CX-74, Second
17 Supplemental Response (Corrected
18 Final), marked for identification.)

19 - - -

20 BY MR. NEMELKA:

21 Q. It looks like it's there,
22 Mr. Barras. It's Cox Exhibit 74.

23 A. Sorry.

24 Q. Not there yet?

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1 A. Not there yet. Hold on. I have
2 it now.

3 Q. Okay. If you want to open that
4 up. If you go to the bottom of the first
5 page, this was -- this was provided. Have you
6 read the supplemental response that Reynolds
7 provided to the FTC?

8 A. Well, okay. I don't think I
9 have control over the mouse for some reason.
10 Oh, no, there it is. I'm sorry.

11 Q. Have you reviewed this response
12 that Reynolds provided to the FTC before?

13 A. Can I read it?

14 Q. Sure. I just have a question
15 about where you're referenced on the bottom of
16 the first page.

17 A. Okay.

18 Q. Do you see where it says, "Tommy
19 Barras had heard of the product while
20 overseeing Reynolds's IT department, but was
21 not familiar with how the product worked and
22 was not aware any use of the product at
23 Reynolds"? Do you see that?

24 A. I do.

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1 Q. So you actually had heard of the
2 product when the lawyers talked to you. Right?

3 A. I don't recall, but obviously I
4 did.

5 Q. And when and in what context
6 have you heard of Evidence Eliminator?

7 A. I do not recall.

8 Q. It says here that you heard of
9 it "...while overseeing Reynolds's IT
10 department...." Correct?

11 A. Yes.

12 Q. So when did you hear about it?

13 A. I'll say again, I do not recall.

14 Q. Who told you about it?

15 A. I do not recall.

16 Q. Was it Mr. Brockman?

17 A. I answered the question. I do
18 not recall.

19 Q. It could have been Mr. Brockman,
20 though. Right?

21 A. I do not recall.

22 Q. Could it have been him?

23 A. I do not recall.

24 Q. Are you going to answer my

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1 question whether it could have been
2 Mr. Brockman?

3 A. I do not recall how I heard
4 about the Evidence Eliminator.

5 Q. My question is whether it could
6 have been from Mr. Brockman?

7 A. I do not recall.

8 Q. You don't know if it was
9 Mr. Brockman who told you that, told you about
10 it?

11 A. I do not recall.

12 Q. Why was your testimony
13 previously that you had not heard of the
14 product in this deposition and now it is that
15 you had heard of it?

16 A. I corrected the statement
17 because I did -- obviously was interviewed
18 concerning the FTC and that topic came up.

19 Q. But right after lunch my first
20 question -- one of my first questions to you,
21 whether you ever heard of the product, you
22 said no, and then we looked at it here and you
23 have.

24 A. I corrected my mistake.

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1 Q. Did you ever investigate what
2 Evidence Eliminator is?

3 A. No.

4 Q. It says here, "...while
5 overseeing Reynolds's IT department." Did you
6 tell -- is that information that you provided
7 to Reynolds' lawyers?

8 A. Ask the question again, please.

9 Q. Did you provide the information
10 to Reynolds' lawyers that you had heard of
11 Evidence Eliminator while overseeing Reynolds'
12 IT department?

13 A. That's what I'm reading here, so
14 I'm guessing that's what it says.

15 Q. You're guessing that's what you
16 said -- that's what you told them?

17 A. That's what's written here.

18 Q. And is that what you told them?

19 A. I don't recall.

20 Q. So you don't know if you told
21 them that?

22 A. I do not remember the conversation,
23 no, I don't.

24 Q. What is the connection between

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1 you hearing about Evidence Eliminator and your
2 role as overseeing Reynolds' IT department?

3 A. Can you restate the question,
4 please?

5 Q. Yeah. What is the connection
6 between you hearing about the product while
7 you were overseeing Reynolds' IT department,
8 why is that connected?

9 A. I have no idea.

10 Q. It also says here that you were
11 not familiar with how the product worked and
12 you were not aware of any use of the product
13 at Reynolds. Do you see that?

14 A. Yes.

15 Q. Did you tell -- is that what you
16 told the lawyers?

17 A. I do not recall. But I do not
18 know how Evidence Eliminator does -- what it
19 does, I do not.

20 MR. NEMELKA: Drew, let's mark
21 as the next Exhibit FTC supplemental
22 response, final.

23 - - -

24 (Exhibit CX-75, FTC Supplemental

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1 Response, marked for identification.)

2 - - -

3 BY MR. NEMELKA:

4 Q. Looks like it's there, Exhibit 75.

5 Before I ask you questions about the document,

6 Mr. Barras --

7 A. I don't have it yet, hold on.

8 Q. That's okay. I have a few
9 questions for you before I refer to it.

10 Do you recall your testimony
11 before lunch that you only ever emailed with
12 Mr. Brockman from his Reynolds work email?

13 A. That's what I recall.

14 Q. So now let's look at Cox Exhibit
15 75.

16 A. Okay.

17 Q. If you go to page 18. First of
18 all, this is Reynolds' response, supplemental
19 response to the FTC. Have you reviewed this
20 before?

21 A. Do you want me to read all of
22 this right now?

23 Q. No, I don't. I don't. I'm just
24 asking if you have seen -- if you've seen this

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1 before?

2 A. I don't believe I have. I don't
3 recall, though.

4 Q. So this is a response that -- a
5 supplemental response that Reynolds provided
6 to the FTC. If you go down to page 18 and let
7 me know when you're there.

8 A. Okay. I'm there.

9 Q. Subsection B, it says, the last
10 sentence of that first paragraph, "Of the 37
11 witnesses interviewed, six (Barras, Burnett,
12 Daughters, Jones, Hollender and Nalley)
13 recalled Mr. Brockman using
14 'houstonfishingservice' from time to time as a
15 personal address many years ago." Do you see
16 that?

17 A. Yes.

18 Q. Does that refresh your
19 recollection that you do recall Mr. Brockman
20 using a different email address with you?

21 A. No.

22 Q. Is this what you told the Reynolds'
23 lawyers, that you -- at the time, that you
24 recalled him using houstonfishingservice?

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1 A. I do not recall.

2 Q. Did you tell Reynolds lawyers
3 that you recalled Mr. Brockman using
4 houstonfishingservice from time to time?

5 A. I do not recall.

6 Q. That's what it says here, doesn't
7 it?

8 A. It does.

9 Q. And this -- when did you talk to
10 Reynolds' lawyers about this investigation?

11 A. To be honest with you, I don't
12 recall this conversation at all.

13 Q. What emails would you email share
14 -- what would you email back and forth with
15 Mr. Brockman about when he used his
16 houstonfishingservice email?

17 A. I don't believe -- I don't
18 recall getting email from Mr. Brockman on this
19 email address.

20 Q. Well, at the time that Reynolds'
21 lawyers talked to you, you recalled that.
22 Right?

23 A. That's what it says here.

24 Q. But in this deposition you don't

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1 recall?

2 A. I do not recall.

3 Q. Did you email him about
4 Reynolds' work from houstonfishing -- from the
5 Houston -- to the houstonfishingservice email?

6 A. I just answered the question,
7 Michael. I didn't -- I don't recall using
8 this email address for any communications with
9 Mr. Brockman.

10 Q. I'm just trying to probe that
11 because you told your lawyers that you did
12 recall that and that's what Reynolds told the
13 FTC.

14 A. Well, I'm sorry, I don't recall
15 the conversation with the lawyers regarding
16 the FTC. I don't.

17 Q. You at least agree with me here
18 of what Reynolds told the FTC is that you did
19 recall emailing with Mr. Schaefer -- excuse
20 me, Mr. Brockman when he used the
21 houstonfishingservice email. Correct?

22 A. That's what it says here.

23 Q. Would you take fishing or
24 hunting trips with Mr. Brockman?

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1 A. Yes.

2 Q. How frequently?

3 A. Can you be more specific from a
4 timing standpoint?

5 Q. Yeah. Was this every year,
6 every few months?

7 A. We had events that we did every
8 year, yes.

9 Q. How many times a year would you
10 go on hunting or fishing trips?

11 A. Several.

12 Q. So three or four?

13 A. Probably. We have a yearly
14 hunting event that we do in Argentina. And I
15 live -- I have a home in Colorado that's on
16 the water that we fish.

17 Q. What is the hunting trip to
18 Argentina that you -- what do you hunt there?

19 A. Dove.

20 Q. You went there every year?

21 A. Yes.

22 Q. When was the last time you went?

23 A. 2019.

24 Q. Who all went on those trips?

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1 A. The group included 24 hunters.
2 Q. All from Reynolds?
3 A. No.
4 Q. Mostly from Reynolds?
5 A. The majority were Reynolds
6 associates, yes.
7 Q. Would Mr. Brockman pay for the
8 trip or would each person pay for their own
9 way?
10 A. This was an event, this was an
11 event that the company paid for.
12 Q. Reynolds paid for it. Who --
13 which non-Reynolds people went with you?
14 A. Friends of Mr. Brockman's.
15 Q. Like who?
16 A. Al Deaton. I'm trying to
17 remember the last invite list. Sorry.
18 Q. Al Deaton was on the board of
19 Reynolds, though. Right?
20 A. Yes.
21 Q. How long would you stay in
22 Argentina hunting?
23 A. We were there for five days.
24 Q. Would Mr. Schaefer go on these

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1 trips?

2 A. I don't recall the last time he
3 was on the trip. I don't recall. It wasn't
4 in 2019, I don't believe.

5 Q. Where would you stay in
6 Argentina?

7 A. There's a lodge that we stay at
8 in Córdoba.

9 Q. What other trips would you go on
10 with Mr. Brockman besides the Argentina trips?

11 A. I said I have a home in
12 Colorado. We fish frequently on the rivers in
13 Colorado.

14 Q. Fly fishing?

15 A. Yes.

16 Q. Just the two of you or who else?

17 A. Sometimes just the two of us,
18 but in many cases we'd have other Reynolds
19 associates with us. Friends of the family as
20 well.

21 Q. Any other trips besides Argentina
22 and Colorado?

23 A. There was -- we have a yearly
24 trip to Alaska.

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1 Q. Where in Alaska do you go?

2 A. It's a lodge called Newhalen.

3 Q. What part -- is it Kenai
4 Peninsula or what part of Alaska?

5 A. No, it's on Lake Iliamna. I
6 believe that's south, south Alaska.

7 Q. And was this a Reynolds -- did
8 Reynolds pay for this trip as well?

9 A. No.

10 Q. Who paid that for that trip?

11 A. The fishermen.

12 Q. And who would go on these trips
13 besides you and Mr. Brockman?

14 A. The trip has friends of Bob
15 Brockman. And there's another group that also
16 attends that, that's on that trip that doesn't
17 really having to do with Reynolds, but they're
18 friends of ours.

19 Q. Anybody from Reynolds besides
20 you and Mr. Brockman go to Alaska?

21 A. Yes.

22 Q. Who?

23 A. Mr. Nalley. Al Deaton is
24 sometimes on that trip. And other senior

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1 Reynolds fly fishermen, how about that.

2 Q. Who would that include?

3 A. The last event was in 2019. I'm
4 trying to remember who was invited. One of
5 our senior sales leaders was on that trip.
6 I'm sorry, I don't --

7 Q. Okay.

8 A. I don't have the names in my
9 head.

10 Q. Would you send pictures of your
11 hunting and fishing trips to each other?

12 A. I'm sure we did.

13 Q. Do you recall doing that?

14 A. No.

15 Q. Do you recall ever sending any
16 hunting or fishing pictures to Mr. Brockman?

17 A. Yes.

18 Q. How frequently?

19 A. I can't really tell you. I'm
20 not a big picture taker. I might have, you
21 know, taken a picture or two and sent them to
22 him. But I don't -- I usually hunt and fish,
23 not take pictures.

24 Q. Right. What about getting

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1 pictures from Mr. Brockman, would he send you
2 pictures of his hunting and fishing trips?

3 A. I'm sure he did.

4 Q. A lot or just here and there?

5 A. He behaved the same way I did.
6 He liked to hunt and fish, not take pictures.

7 Q. So pretty infrequently?

8 A. I don't really have an answer to
9 that. Yes. How about that.

10 Q. Was there anybody else at
11 Reynolds who you would receive pictures from
12 your hunting and fishing trips?

13 A. I'm sure there is, yes.

14 Q. I'm trying to just, you know,
15 get a sense for the volume here. Would you
16 get a lot of hunting and fishing pictures or
17 just here and there?

18 A. Here and there. I would not say
19 it's a lot.

20 Q. Would this be, like, an email
21 chain that you and Mr. Brockman and others
22 would be on?

23 A. Maybe. Yes.

24 Q. Did your email account ever

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1 become too full because of hunting or fishing
2 pictures?

3 A. No.

4 Q. Did Mr. Brockman ever tell you
5 that his email account became too full because
6 of hunting or fishing pictures?

7 A. I don't recall.

8 Q. But at least the emails that you
9 exchanged with him, with these pictures, they
10 didn't cause a problem for your email account.
11 Is that right?

12 A. No.

13 Q. In all your -- any conversations
14 and decades of experience with Mr. Brockman he
15 never mentioned Evidence Eliminator to you
16 once?

17 A. No.

18 Q. Did he ever tell you that in
19 August 2016 that he was going to destroy or
20 delete all of his work emails?

21 A. No.

22 Q. Did he ever tell you after
23 August 2016 that he destroyed all his work
24 emails?

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1 A. No.

2 Q. Did he tell you that he deleted
3 all his work emails in August 2016?

4 A. No.

5 Q. Before that date did he tell you
6 that he was going to delete all his emails?

7 A. No.

8 Q. Did you ever talk to Mr. Brockman
9 about his email retention policy?

10 A. No.

11 Q. Did Mr. Brockman ever tell you
12 that he would -- did that six-month document
13 retention policy that you talked about for
14 your own person -- for your own personal email
15 account, did that apply to Mr. Brockman as
16 well?

17 A. That was a corporate policy for
18 all employees.

19 Q. Would you check whether
20 Mr. Brockman complied with that?

21 A. No.

22 Q. Did you ever halt that policy
23 before you got the do not destroy/hold letter
24 for this case?

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1 A. I'm not sure I understand your
2 question.

3 Q. You said you got a do not
4 destroy letter with respect to the litigation
5 in the MDL and this arbitration. Correct?

6 A. Yes.

7 Q. Before that did you ever get a
8 do not destroy notice?

9 A. I don't believe so, no.

10 MR. NEMELKA: Drew, let's mark
11 the next exhibit as the -- from tab 26
12 of the second binder.

13 - - -

14 (Exhibit CX-76, UCSH 0227291 &
15 0227292, marked for identification.)

16 - - -

17 BY MR. NEMELKA:

18 Q. Do you have that up, Mr. Barras?

19 A. No, it's still loading.

20 Q. Looks like it's up. If you
21 click Marked Exhibits, it might refresh.

22 A. I just did. It's still circling.
23 You said 76. Correct?

24 Q. This will be Exhibit 76, correct.

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1 A. I have it now.

2 Q. Thank you. If you could open
3 Cox Exhibit 76 which is an email chain between
4 you and Mr. Brockman from February and
5 March 2020. Is that correct?

6 A. Yes.

7 Q. I'll give you a moment to
8 review. Let me know when you've finished.

9 Are you finished?

10 A. Yes.

11 Q. So on February 28, 2020, you
12 sent an email to Mr. Brockman that you talked
13 about the ExCom strategy. Do you see that?

14 A. On what --

15 Q. It's the first email of the
16 document if you go back. Not the latest one.
17 It's Friday, February 28, 2020.

18 A. Okay. Yes. ExCom.

19 Q. ExCom strategy. Is this the
20 strategy that you're referring to about the
21 seven, seven executives?

22 A. We called the executive team
23 ExCom, yes.

24 Q. And it's the seven people that

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1 you listed earlier in the deposition?

2 A. Yes.

3 Q. Then you say, "The ExCom
4 strategy...will be a strong solution for the
5 future. You need to be pleased." What did
6 you mean by Mr. Brockman needing to be
7 pleased?

8 A. Well, I'm not sure I used the
9 right word there. I think I meant to say
10 should be pleased. The ExCom strategy was
11 something he was participating with me on to
12 build.

13 Q. Did you mean that, you know, the
14 decisions that the ExCom strategy make -- that
15 they should make sure they comport with what
16 Mr. Brockman would like?

17 A. I'm not sure -- I'm not sure of
18 that context. I think what we're talking
19 about, what I believe we're talking about here
20 is that the strategy to identify the right
21 team put the right team in place is a strong
22 solution. He should be please by that decision.

23 Q. You need to be pleased, meaning
24 the decision that the ExCom strategy took, at

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1 least before November 2020, should be
2 consistent with Mr. Brockman's wishes. Right?

3 A. I'm not sure I understand the
4 context of what you're saying.

5 Q. When Mr. Brockman was CEO and
6 chairman, did you want to make sure that he
7 was pleased with the decisions that you were
8 making?

9 A. Yes.

10 Q. In your next email you write,
11 "Other issue: Rudy and Schaefer at each
12 other's throats."

13 A. Can you point me to the page
14 that you're referring to, please?

15 Q. Sure. It's the top -- it's the
16 top of that same page, the first sentence of
17 that same page, but it's an email that you
18 sent on Saturday, February 29.

19 A. Okay. I'm here. Thank you.

20 Q. You write, Other issue: Rudy
21 and Schaefer at each other's throats. The
22 negativity is not productive -- both just want
23 to battle to show up the other. Both want you
24 to see them as the key to the future -- the

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1 other must fall in order to accomplish -- or
2 fail in order to accomplish. There is no
3 middle ground. What were -- what were Rudy
4 and Mr. Schaefer fighting above?

5 A. I don't recall the specific
6 incident, but Mr. Schaefer and Rudy Nieto both
7 are very strong personalities and are trying
8 to make sure that their voice is heard in the
9 issues that were going on.

10 Q. What is Rudy Nieto's position?

11 A. Senior vice president of sales.

12 Q. So he's over sales?

13 A. He's one of the leaders in our
14 sales department.

15 Q. And which products is he over?

16 A. So Rudy manages relationships
17 with our enterprise customers, some of our
18 larger accounts, OEMs, various third parties.

19 Q. What about RCI vendors?

20 A. No, Rudy wasn't involved in
21 that.

22 Q. So what other third parties
23 besides OEMs?

24 A. There are products that are

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1 penetration products, F&I type products that
2 Rudy would have been working with those
3 vendors to add functionality or improve our
4 penetration on certain products in F&I and the
5 financing of vehicles.

6 Q. Is that a stand-alone application
7 that Reynolds has, the F&I, or is that part of
8 its DMS?

9 A. It's part of the DMS.

10 Q. Do dealers buy it separately,
11 though, from the DMS? Is it a separate line
12 item?

13 A. I don't think it's just one
14 thing we're talking about. I think it's
15 several. I think they are chargeable line
16 items, yes.

17 Q. So what was the -- what was the
18 gist of the conflict that Rudy and Schaefer
19 were having?

20 A. Like I said, they're very strong
21 personalities and both want their voice heard.

22 Q. Right. But what was the -- what
23 was the source of the conflict? What was
24 the -- what were the themes of their

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1 disagreement?

2 A. I don't recall the specific
3 topic. I'm not sure what fact sheet this
4 refers to. I don't know. I don't know.

5 Q. I'm asking you as a general
6 matter. What were Rudy and Schaefer fighting
7 about as a general matter?

8 A. Again, I said Rudy Nieto and Bob
9 Schaefer are very strong personalities and
10 they want their voice heard above the other.

11 Q. And what was Rudy advocating on
12 behalf of OEMs and their third-party
13 applications versus what Schaefer was?

14 A. I said I don't remember the
15 context that we're talking about here.

16 Q. Apart from this email, what were
17 they -- what -- give me an example of a
18 specific disagreement that they were having.

19 A. I don't have a specific example
20 I can share with you. But they are strong
21 personalities.

22 Q. Apart from their personalities,
23 do you have any recollection of any
24 disagreement, you know, what they were

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1 disagreeing about?

2 A. I do not recall this particular
3 topic.

4 Q. And that's not my question. I'm
5 not talking about this particular topic. I'm
6 talking about generally what were they
7 fighting about?

8 A. They both have strong
9 personalities and want their voices heard
10 above the other.

11 Q. On what topics do they want
12 their voices heard above the other?

13 A. I'd have to guess what this was
14 about. I'm not comfortable guessing, I don't
15 know.

16 Q. Again, you keep bringing it back
17 to the specific email. I'm asking as a
18 general matter, you said they want their
19 voices heard above the other. On what topics?

20 A. I don't have a topic to share
21 with you, Michael. They are strong
22 personalities. They're both sales type
23 personalities. They have strong opinion on,
24 you know, the topics they believe in. And

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1 they, they are very tough with each other.

2 Q. Schaefer responded to you --
3 excuse me. Mr. Brockman responded to you in
4 March, March 1, 2020, saying --

5 A. You're going up to the top of
6 this. Correct?

7 Q. Correct. Yeah. He says -- it's
8 the second paragraph there, second sentence,
9 "Management of sales decision making is one of
10 the most complex things that I have to teach
11 you about." He says, "...Schaefer is most
12 knowledgeable about the above rules and
13 policies." And "Rudy is the most adept at
14 trying to find a way around the rules -- which
15 is a source of friction between the two."

16 So what are the rules and
17 policies that Reynolds has that are being
18 referred to here?

19 A. This was referring to sales.
20 That is one of the areas that I am an infant
21 on as far as understanding a business. I need
22 to learn. I don't -- I am just at the
23 beginning of learning what it's all about,
24 what sales is all about as far as Reynolds'

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1 sales organization.

2 So, you know, Rudy is a
3 salesman, meaning he is leading the charge
4 with selling our products and services to our
5 customers, some of our largest customers. And
6 Rudy is going to -- as a salesman, he's going
7 to, as Bob points out, is going to try to go
8 around the rules, and we're trying to keep him
9 in the box. But specifically I do not have a
10 list of rules that Rudy was trying to violate.

11 Q. Is Keith Hill the other person
12 who -- is he still in sales for the DMS
13 product?

14 A. No.

15 Q. Who is?

16 A. Chris Walsh.

17 Q. Did Keith Hill used to be over
18 sales at DMS?

19 A. Yes.

20 Q. Was he demoted?

21 A. No, he retired.

22 Q. Did you ask him to retire?

23 A. No.

24 Q. When did he retire?

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1 A. Beginning of the year or early
2 part of -- early part of this year.

3 Q. Early part of 2021?

4 A. Yes.

5 Q. Did he have plans to retire
6 before you became chairman and CEO?

7 A. You would have to ask him.

8 Q. Were you aware of any plans of
9 his to retire before you became chairman and
10 CEO?

11 A. No.

12 Q. Did you -- would you -- when he
13 was head of sales for DMS, did you find
14 anything wanting with his performance?

15 A. I found Keith Hill to be a very
16 knowledgeable leader of sales.

17 Q. Did you find anything wanting in
18 his performance?

19 A. I did not have enough time to
20 work with him. The time I did spend with him,
21 I liked working with Keith.

22 Q. Did you have any influence over
23 him retiring?

24 A. No.

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1 Q. If it weren't for Keith Hill,
2 you would have been fine with him staying as
3 head of DMS sales?

4 A. Restate your question, please.

5 Q. Would you have been fine with
6 Keith Hill staying as head of DMS sales?

7 A. Yes.

8 MR. NEMELKA: Drew, let's mark
9 as Cox Exhibit 77 tab 29 of this second
10 binder.

11 - - -
12 (Exhibit CX-77, UCSH 0228917 -
13 0228919, marked for identification.)

14 - - -

15 BY MR. NEMELKA:

16 Q. Let me know when you have it,
17 Mr. Barras.

18 A. 77. Correct?

19 Q. Yes.

20 A. I have it.

21 Q. What I'm really focused on is
22 the email that Mr. Brockman sent, looks like,
23 to all US associates and all Canada associates
24 of Reynolds about management changes on

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1 June 3, 2020. Do you see that email?

2 A. It's at the bottom of this
3 email. Correct?

4 Q. Correct.

5 A. I see it.

6 Q. So here he says -- he introduces
7 to Reynolds this executive committee. Correct?

8 A. Yes.

9 Q. And there are seven people on
10 it. He says that you would lead it. Are
11 these seven still -- I guess Keith Hill is no
12 longer there. Are the rest of them still part
13 of the executive committee today?

14 A. No. There have been changes.

15 Q. What are the changes?

16 A. Keith Hill resigned, you know,
17 retired. Jerry Kirwan retired. And Craig
18 Moss exited the company.

19 Q. Did they all leave the company
20 after you became chairman and CEO?

21 A. Yes.

22 Q. All right. Why did Craig Moss
23 exit the company?

24 A. Craig Moss had real trouble

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1 accepting me in the lead role and the CEO
2 role. We left -- we departed on mutual terms.

3 Q. So you asked him to leave?

4 A. Yes.

5 Q. When was that?

6 A. I don't know the -- I don't
7 recall the exact date. Early in 2021.
8 Thinking about it, it's probably the latter
9 part of 2020, but I don't have a -- I don't
10 have -- I don't have the date in my -- in my
11 mind.

12 Q. What did he -- what did he tell
13 you about not being able to accept you as the
14 new CEO and chairman?

15 A. Found it difficult to work with
16 each other.

17 Q. Personality conflict or the way
18 he performed his job?

19 A. No, it was more personality than
20 his job function.

21 Q. What about Jerry Kirwan, did you
22 can him to retire?

23 A. No.

24 Q. Do you know why he retired?

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1 A. He wanted to enjoy life after
2 Reynolds, I guess. I don't know.
3 Q. Who replaced Craig Moss?
4 A. Robert Burnett.
5 Q. Is Robert Burnett still vice
6 president of corporate development?
7 A. Yes.
8 Q. Who replaced Jerry Kirwan?
9 A. Jerry Kirwan's responsibilities
10 were split between Willie Daughters and the
11 new executive vice president of sales, Chris
12 Walsh.
13 Q. Who replaced Keith Hill, Chris
14 Walsh?
15 A. Yes.
16 Q. So how many people are on the
17 executive committee now?
18 A. Six.
19 Q. So Willie Daughters, Eric
20 Edwards, Scott Santana, Chris Walsh, Robert
21 Burnett and you?
22 A. Yes.
23 Q. Mr. Barras, if you, being
24 chairman and CEO if -- how would you ever be

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1 replaced as -- in your position at Reynolds,
2 would it have to be your own decision to step
3 down? Is there any -- is there any authority
4 at Reynolds that could replace you?

5 A. You asked several questions
6 there. Can you restate the question?

7 Q. Is there any authority at
8 Reynolds that has the power to force you to
9 resign or leave the company?

10 A. I would think the board of
11 directors has the power to relieve me.

12 Q. But there are only two people on
13 the board of directors. Right?

14 A. Correct.

15 Q. You and Mr. Jackson?

16 A. Correct.

17 Q. So can the board take any action
18 that's not unanimous?

19 A. No.

20 Q. So you would have to agree with
21 your own firing. Right?

22 A. Yes.

23 Q. So is there any power at
24 Reynolds that could remove you from your

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1 current position absent your own volition?

2 A. The power of the 99 percent
3 stockholder would be able to remove me I would
4 guess.

5 Q. If the trustee of the Eugene
6 Brockman Trust told you to resign?

7 A. If the majority stockholder
8 asked me to resign, I'm guessing I would
9 resign.

10 Q. Who has authority to appoint
11 board members of Reynolds?

12 A. The board of directors.

13 Q. So did Mr. Brockman place you on
14 the board before he resigned from the board?

15 A. Yes.

16 Q. How soon after you were made
17 chairman did Mr. Brockman resign?

18 A. Restate your question, please.

19 Q. How soon after you joined the
20 board of directors did Mr. Brockman resign
21 from the board?

22 A. I don't recall the number of
23 days, but it was right before he -- right
24 before he resigned.

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1 Q. Pretty much simultaneous?

2 A. Yes.

3 Q. Did you and Mr. Brockman ever
4 talk about as chairman and CEO basically no
5 one would have the authority to remove you at
6 Reynolds?

7 A. Excuse me, can you ask the
8 question again?

9 Q. Yes. Let me turn off my air
10 conditioning. Just a second. I think you
11 hear that, is that hard for you to hear in the
12 background?

13 A. I do hear something in the
14 background.

15 Q. Hopefully that's better.

16 A. Thank you.

17 Q. Yes. Did Mr. -- did you and
18 Mr. Brockman talk about nobody having
19 authority to remove you as chairman and CEO
20 once you were installed in those positions?

21 A. It was never a topic of
22 discussion.

23 Q. Did you and Mr. Brockman ever
24 talk about your succession plans, who would

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1 succeed you as chairman and CEO?

2 A. No.

3 Q. Did you and Mr. Brockman have
4 discussions about any alternative person who
5 would become chairman and CEO or lead the
6 company besides you?

7 A. No.

8 Q. So as far as you're aware, you
9 were the only chosen successor that
10 Mr. Brockman had considered?

11 A. Yes.

12 Q. Who communicates with Maples,
13 the trustee of the Eugene Brockman Trust, on
14 behalf of Reynolds, is it you?

15 A. The appointment of Maples is a
16 fairly recent change. We're still trying to,
17 you know, understand, to get to know the new
18 trustee. We're a week into that appointment.
19 So we're still trying to feel our way into
20 what -- how that's going to work at this
21 point. I'm working on it. Yes, I would
22 communicate with the trustee.

23 Q. And who at Maples are you
24 communicating with?

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1 A. The person's name is Peter
2 Goddard.

3 Q. Did you know him before he was
4 appointed or before Maples was appointed?

5 A. No.

6 Q. Are you aware that Dorothy
7 Brockman had advocated that Maples be
8 appointed as the trustee?

9 A. No.

10 Q. Are you aware that her counsel
11 argued to the Bermuda court that if Maples was
12 appointed, that Reynolds would pay a large
13 dividend?

14 A. I don't understand the question.

15 Q. Are you aware that her counsel
16 argued in the Bermuda court that if it
17 selected Maples as the trustee, then the
18 company, Reynolds, would be prepared to make a
19 large dividend payment to the trust?

20 A. I have no idea what you're
21 talking about.

22 Q. You have no idea about any
23 representations that were made to the court in
24 Bermuda?

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1 A. Zero. I am not involved with
2 the courts in Bermuda.

3 Q. Did you have any conversations
4 with anybody about Reynolds' dividend payments
5 being dependent on who was selected as trustee?

6 A. No.
7 Mike, can we take a restroom
8 break?

9 Q. Absolutely. No problem.

10 A. Thank you.

11 THE VIDEOGRAPHER: Going off the
12 record. The time is 1:41 p.m.

13 - - -

14 (A recess was taken.)

15 - - -

16 THE VIDEOGRAPHER: We're back on
17 the record. The time is 1:53 p.m.

18 BY MR. NEMELKA:

19 Q. Mr. Barras, do you know a man by
20 the name of Evatt Tamine?

21 A. Yes.

22 Q. Am I pronouncing his name
23 correctly?

24 A. Tamine.

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1 Q. How do you know Mr. Tamine?

2 A. Mr. Tamine and I worked in the
3 early '90s on an acquisition that UCS made in
4 Birmingham, England. I was -- I worked on the
5 technology side of the acquisition and
6 Mr. Tamine was brought in to be part of the
7 legal side of the business.

8 Q. That's when you first met him?

9 A. Yes.

10 Q. What was the acquisition? Is
11 this an acquisition by Reynolds?

12 A. UCS.

13 Q. By UCS?

14 A. Uh-huh. The acquisition -- the
15 name of the company was called Kalamazoo.

16 Q. And that's when you first met
17 Mr. Tamine. Did you have any interactions
18 with him after that?

19 A. Well, we worked on that
20 acquisition for close to four years where I
21 traveled pretty much every other week to work
22 on getting that business back into shape.
23 Mr. Tamine had a home in Birmingham, a company
24 leased an apartment and Evatt Tamine and I

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1 lived in that apartment when I was in the UK.

2 Q. So you know him quite well then?

3 A. I knew him quite well at that
4 time.

5 Q. So you were roommates together
6 basically in England?

7 A. Yes.

8 Q. And then after the Kalamazoo,
9 after you -- you know, those four years of you
10 working on that business, did you have any
11 other interactions with Mr. Tamine?

12 A. No.

13 Q. He would go on the hunting and
14 fishing trips with you, wouldn't you?

15 A. Did.

16 Q. So you had interactions with him
17 then. Right?

18 A. I don't recall the dates that we
19 interacted. I'm not sure if it was in that
20 same window or not. I don't remember. I
21 don't recall. But, yes, he did go hunting
22 with us.

23 Q. To Argentina?

24 A. Yes.

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1 Q. Any other hunting trips?

2 A. No.

3 Q. When was the last time he went
4 with you hunting to Argentina?

5 A. I do not recall. Some years ago.

6 Q. Within the past ten years?

7 A. I don't have an answer, I'm
8 sorry.

9 Q. Did Mr. Brockman know Mr. Tamine
10 before the Kalamazoo acquisition?

11 A. I do not know that answer.

12 Q. When was this again? When were
13 those four years?

14 A. It was in the early '90s. Again,
15 I'm horrible with dates. The acquisition of
16 Kalamazoo, I want to believe it was '93, '94,
17 in that time frame. But I don't recall.

18 Q. '93, '94, so four years '98. So
19 in the past 22 years has -- besides the
20 hunting trips, have you had any other
21 interactions with Mr. Tamine?

22 A. After the UK, we did not work on
23 any other projects together, no.

24 Q. You just socialized with him on

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1 these hunting trips?

2 A. Yes.

3 Q. Were you aware that he was
4 working for Mr. Brockman?

5 A. Yes.

6 Q. What was your understanding of
7 his job for Mr. Brockman?

8 A. I didn't -- I misstated there.
9 I'm not sure, I don't believe he worked for
10 Mr. Brockman. He was a trustee of the
11 Brockman trust.

12 Q. He's the trustee of the Brockman
13 trust?

14 A. Yes. Was the trustee.

15 Q. Was he the only trustee?

16 A. I don't know that answer.

17 Q. But he was the trustee of the
18 Brockman trust. Is that your understanding?

19 A. That's the best of my knowledge.

20 Q. Do you know when he became the
21 trustee of the trust?

22 A. No.

23 Q. Are you aware that Mr. Tamine
24 has become a cooperating witness for the

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1 federal government in its criminal case
2 against Mr. Brockman?

3 A. Yes.

4 Q. How did you learn that?

5 A. In the media.

6 Q. Have you discussed Mr. Tamine
7 with Mr. Brockman?

8 A. No.

9 Q. When is the last time you talked
10 about Mr. Tamine with Mr. Brockman?

11 A. I don't recall.

12 Q. Was it in the past year?

13 A. No.

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The second part of the document focuses on the process of reconciling accounts. It explains how to compare the company's records with bank statements and other external sources to identify and resolve discrepancies. This process is crucial for ensuring that the company's financial statements are accurate and reliable. The document provides detailed instructions on how to perform reconciliations and offers tips for avoiding common errors.

The third part of the document addresses the issue of budgeting and financial planning. It discusses the importance of setting realistic budgets and monitoring actual performance against those budgets. The document provides a framework for developing a budget and offers strategies for managing expenses and controlling costs. It also discusses the importance of reviewing and adjusting the budget as needed to reflect changes in the business environment.

The fourth part of the document covers the topic of financial reporting. It explains the various types of financial statements that a company must prepare, including the balance sheet, income statement, and cash flow statement. The document provides guidance on how to prepare these statements and offers tips for presenting the information in a clear and concise manner. It also discusses the importance of providing accurate and timely financial reports to management and other stakeholders.

The fifth part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that proper record-keeping is essential for ensuring the integrity of financial data and for facilitating audits. The document outlines various methods for recording transactions, including the use of journals and ledgers, and stresses the need for consistency and accuracy in all entries.

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1. The first step in the process is to identify the problem or goal. This involves understanding the current situation and what needs to be achieved.

2. Once the problem is identified, the next step is to gather information. This can be done through research, interviews, or data analysis.

3. After gathering information, the next step is to analyze the data. This involves looking for patterns, trends, and insights that can help inform the decision-making process.

4. The fourth step is to develop a plan. This involves determining the best course of action to achieve the goal, taking into account the available resources and potential risks.

5. Once a plan is developed, the next step is to implement it. This involves putting the plan into action and monitoring progress along the way.

6. Finally, the last step is to evaluate the results. This involves assessing the outcomes of the plan and determining whether the goal has been achieved.

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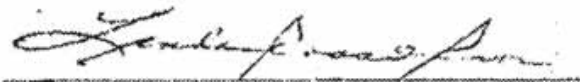
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C E R T I F I C A T E

I do hereby certify that I am a Notary Public in good standing, that the aforesaid proceeding was taken before me, pursuant to notice, at the time and place indicated; that the proceeding was correctly recorded in machine shorthand by me and thereafter transcribed under my supervision with computer-aided transcription; that the deposition is a true and correct record; and that I am neither of counsel nor kin to any party in said action, nor interested in the outcome thereof.

WITNESS my hand and official seal this 26th day of April, 2021.



Linda Rossi-Rios, RPR, CSR,
and Notary Public

Assignment Number: 4534414

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[behavior - brockman]

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[number - organizations]

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